

Edgar Filing: Prescott General Partners LLC - Form 4

Common Stock					\$ 420.5393				By Prescott Investors Profit Sharing Trust ⁽⁴⁾
Common Stock	11/08/2018	S	3,896	D	\$ 423.3883	1,379,712	I		By Prescott Associates L.P. ⁽¹⁾
Common Stock	11/08/2018	S	181	D	\$ 423.3883	53,036	I		By Prescott International Partners L.P. ⁽²⁾
Common Stock	11/08/2018	S	4,834	D	\$ 423.3883	700,064	I		By Idoya Partners L.P. ⁽³⁾
Common Stock	11/08/2018	S	595	D	\$ 423.3883	83,030	I		By Prescott Investors Profit Sharing Trust ⁽⁴⁾
Common Stock						670,397	I		By Ridgeview Smith Investments LLC ⁽⁵⁾
Common Stock						58,750	I		By Thomas W. Smith Family Accounts ⁽⁶⁾
Common Stock						13,948	I		By Thomas W. Smith Foundation ⁽⁷⁾
Common Stock						63,325	D ⁽⁸⁾		
Common Stock						2,758	I		By Scott J. Vassalluzzo Family Accounts ⁽⁹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prescott General Partners LLC 2200 BUTTS ROAD, SUITE 320 BOCA RATON, FL 33431		X		Member of Section 13(d) Group
SMITH THOMAS W 2200 BUTTS ROAD, SUITE 320 BOCA RATON, FL 33431		X		Member of Section 13(d) Group
VASSALLUZZO SCOTT J 2200 BUTTS ROAD, SUITE 320 BOCA RATON, FL 33431	X	X		Member of Section 13(d) Group

Signatures

/s/ Scott J. Vassalluzzo	11/09/2018
__Signature of Reporting Person	Date
/s/ Thomas W. Smith	11/09/2018
__Signature of Reporting Person	Date
/s/ Scott J. Vassalluzzo, Managing Member, PRESCOTT GENERAL PARTNERS LLC	11/09/2018
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are owned directly by Prescott Associates L.P. ("Prescott Associates"), a private investment limited partnership, and are beneficially owned indirectly by Prescott General Partners LLC ("PGP"), a Delaware limited liability company, as general partner of Prescott Associates. Messrs. Thomas W. Smith and Scott J. Vassalluzzo are each a managing member of PGP. PGP disclaims

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beneficial ownership of these shares in excess of its pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for Prescott Associates is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.

- (2) These shares are owned directly by Prescott International Partners L.P. ("PIP"), a private investment limited partnership, and are beneficially owned indirectly by PGP as general partner of PIP. PGP disclaims beneficial ownership of these shares in excess of its pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for PIP is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.
- (3) These shares are owned directly by Idoya Partners L.P. ("Idoya"), a private investment limited partnership, and are beneficially owned indirectly by PGP as general partner of Idoya. PGP disclaims beneficial ownership of these shares in excess of its pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for Idoya is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.
- (4) These shares are owned directly by the Prescott Investors Profit Sharing Trust (the "Trust"), for which each of Messrs. Smith and Vassalluzzo serve as a trustee. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and each of Messrs. Smith and Vassalluzzo disclaims beneficial ownership of these shares in excess of his pecuniary interest under Rule 16a-8(b)(2)(ii). The address of the Trust is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.
- (5) These shares are owned directly by Ridgeview Smith Investments LLC ("Ridgeview"), a limited liability company established by Mr. Smith for the benefit of his family and are beneficially owned indirectly by Mr. Smith as the managing member of Ridgeview. Mr. Smith disclaims beneficial ownership of these shares in excess of his pecuniary interest under Rule 16a-1(a)(2)(iii). The address of Ridgeview is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.
- (6) These shares are owned directly by investment accounts established for the benefit of certain family members of Thomas W. Smith. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and Mr. Smith disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (7) These shares are owned directly by the Thomas W. Smith Foundation (the "Foundation") and are beneficially owned indirectly by Mr. Smith as trustee of the Foundation. Mr. Smith disclaims beneficial ownership of these shares in excess of his pecuniary interest under 16a-8(b)(2)(ii). The address for the Foundation is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.
- (8) These shares are owned directly by Scott J. Vassalluzzo and include 3,200 restricted stock units that have vested under the Issuer's Incentive Compensation Plan.
- (9) These shares are owned directly by investment accounts established for the benefit of certain family members of Scott J. Vassalluzzo. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and Mr. Vassalluzzo disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Remarks:

The filing of this report shall not be deemed to be an admission that the Reporting Persons comprise a "group" within the meaning of Section 16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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