

ELECTRONICS FOR IMAGING INC

Form 4

August 25, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GECHT GUY**

2. Issuer Name and Ticker or Trading Symbol  
**ELECTRONICS FOR IMAGING INC [EFII]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**6750 DUMBARTON CIRCLE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/23/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive Officer**

**FREMONT, CA 94555**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 08/23/2016                           |  | M <sup>(1)</sup>               | 20,785  | A 10.77<br>\$<br>(2)  | 448,213  | D   |
| Common Stock                    | 08/23/2016                           |  | M <sup>(1)</sup>               | 3,885   | A 10.77<br>\$<br>(3) (4)  | 452,098  | D   |
| Common Stock                    | 08/23/2016                           |  | S                              | 24,670  | D 45.46<br>\$<br>(5)  | 427,428  | D   |
| Common Stock                    | 08/24/2016                           |  | M <sup>(1)</sup>               | 11,353  | A \$ 10.77  | 438,781  | D   |

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|              |            |  |   |        |            |            |           |
|--------------|------------|--|---|--------|------------|------------|-----------|
|              |            |  |   |        | <u>(2)</u> |            |           |
|              |            |  |   |        | \$         |            |           |
| Common Stock | 08/24/2016 |  | S | 11,353 | D          | 45.26      | 427,428 D |
|              |            |  |   |        |            | <u>(6)</u> |           |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option Right to Buy                        | \$ 10.77   | 08/23/2016                           |  | M                              | 20,875  | <u>(2)</u> 08/28/2016                                    | Common Stock  | 20,785                        |
| Option Right to Buy                        | \$ 10.77   | 08/23/2016                           |  | M                              | 3,885   | <u>(3)(4)</u> 08/28/2016                                 | Common Stock  | 3,885                         |
| Option Right to Buy                        | \$ 10.77   | 08/24/2016                           |  | M                              | 11,353  | <u>(2)</u> 08/28/2016                                    | Common Stock  | 11,353                        |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| GECHT GUY<br>6750 DUMBARTON CIRCLE<br>FREMONT, CA 94555 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Guy Gecht 08/25/2016

\*\*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 stock options were scheduled to expire on August 28, 2016. The exercise of these stock options and the sale of the shares were effected pursuant to a Rule 10b5-1 plan entered into by the reporting person on November 27, 2015.
- (2) This stock option award was granted on August 28, 2009, and vested and became exercisable with respect to 25% of the award on the first anniversary of the date of grant and thereafter with respect to an additional 2.5% of the award each month, with full vesting in 42 months.
- (3) This is a performance-based award granted on August 28, 2009. The vesting of these options was subject to the issuer's annual return on equity percentage, on a non-GAAP basis, (the "Annual ROE Percentage"), as compared with the issuer's annual return on equity percentage for its 2008 fiscal year (the "2008 ROE Percentage") according to the following schedule: 20% of these options would vest when the Annual ROE Percentage was equal to or greater than two percentage points more than the 2008 ROE Percentage; 20% of these options would vest when the Annual ROE Percentage is equal to or greater than four percentage points more than the 2008 ROE Percentage; 20% of these options would vest when the Annual ROE Percentage is equal to or greater than six percentage points more than the 2008 ROE Percentage;
- (4) (Continued from Footnote 3) 20% of these options would vest when the Annual ROE Percentage is equal to or greater than eight percentage points more than the 2008 ROE Percentage; and 20% of these options will vest when the Annual ROE Percentage is equal to or greater than ten percentage points more than the 2008 ROE Percentage. 3,885 of these stock options vested and became exercisable on February 10, 2016.
- (5) This transaction was executed in multiple trades ranging from \$45.08 to \$45.67. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades ranging from \$45.00 to \$45.56. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.