

PARKS FRED B
Form 4
June 26, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARKS FRED B

(Last) (First) (Middle)

C/O ANALOGIC
CORPORATION, 8 CENTENNIAL
DRIVE

(Street)

PEABODY, MA 01960

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ANALOGIC CORP [ALOG]

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

See Remarks

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	06/22/2018		M		13,908	A <u>(2)</u> 25,650	D
Common Stock	06/22/2018		M		1,404	A <u>(3)</u> 27,054	D
Common Stock	06/22/2018		M		17,104	A <u>(4)</u> 44,158	D
Common Stock	06/22/2018		M		3,098	A <u>(4)</u> 47,256	D
Common Stock	06/22/2018		D		47,256	D <u>(1)</u> \$ 84 0	D

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

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SEC 1474
(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. De Se Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(2)	06/22/2018		M		13,908		(2)	(2)	Common Stock	13,908
Restricted Stock Units	(3)	06/22/2018		M		1,404		(3)	(3)	Common Stock	1,404
Restricted Stock Units	(4)	06/22/2018		M		17,104		(4)	(4)	Common Stock	17,104
Restricted Stock Units	(4)	06/22/2018		M		3,098		(4)	(4)	Common Stock	3,098

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKS FRED B C/O ANALOGIC CORPORATION 8 CENTENNIAL DRIVE PEABODY, MA 01960	X		See Remarks	

Signatures

/s/ John J. Fry, by Power of Attorney for Fred B.
Parks

06/26/2018

__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).

On June 22, 2018, pursuant to the Agreement and Plan of Merger, by and among the issuer, AC Merger Sub, Inc. ("Merger Sub") and ANLG Holding Company, Inc. ("Parent"), dated April 10, 2018 (the "Merger Agreement"), Merger Sub merged with and into the issuer (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of Parent. Effective as of immediately prior to the

- (1) effective time of the Merger, the reporting person's service as a director of the issuer terminated, and, in connection therewith, his Deferred Stock Units were converted into an equivalent number of shares of Common Stock. Pursuant to the Merger Agreement, at the effective time of the Merger, the shares of Common Stock automatically converted into the right to receive \$84.00 per share in cash (the "Merger Consideration").

- (2) The reporting person elected, as permitted by the issuer's Non-Employee Director Stock Plan, to receive an equivalent number of share of the Company's common stock on account of the reporting person's deferred stock units upon termination of his or her service as a member of the Board of Directors of the Issuer.

- (3) Represents unvested time-based restricted stock unit awards that became vested and were converted in the Merger into the right to receive the Merger Consideration. Pursuant to the terms of the Merger Agreement, each outstanding and unvested time-based restricted share unit as of immediately prior to the Effective Time vested in full and was automatically canceled and converted into the right to receive the Merger Consideration for each underlying share.

- (4) Represents unvested performance-based share unit awards that became vested and were converted in the Merger into the right to receive the Merger Consideration. Pursuant to the terms of the Merger Agreement, each outstanding and unvested performance-based restricted share unit as of immediately prior to the Effective Time vested with respect to the number of shares of Common Stock that would have been earned in accordance with the methodology set forth in the applicable award agreement or previously established by the Compensation Committee of the issuer's Board of Directors and was automatically canceled and converted into the right to receive the Merger Consideration for each underlying share.

Remarks:

President and Chief Executive Officer

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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