

AMCON DISTRIBUTING CO

Form 4

October 24, 2014

**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 \*  
ATAYAN CHRISTOPHER H

(Last) (First) (Middle)

C/O AMCON  
DISTRIBUTING, 7405  
IRVINGTON RD

(Street)

OMAHA, NE 68122

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

AMCON DISTRIBUTING CO [dit]

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

10/22/2014

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) CEO and Chairman

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)
Common Stock , par value \$.01 per share	10/22/2014		M	3,300 A <u>1</u>	171,152	D	
Common Stock , par value \$.01 per share	10/23/2014		M	3,700 A <u>2</u>	174,852	D	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	10/22/2014		M	3,300	<u>(1)</u> <u>(1)</u>	Common Stock 6,600 <u>(1)</u>
Restricted Stock Units	<u>(2)</u>	10/23/2014		M	3,700	<u>(2)</u> <u>(2)</u>	Common Stock 3,700 <u>(2)</u>
Restricted Stock Units	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock 3,567 <u>(3)</u>
Employee Stock Option (Right to buy)	\$ 18					<u>(4)</u> 12/12/2016	Common Stock 25,000
Series A Convertible Preferred Stk, par value \$.01 per share	\$ 30.31					08/05/2004 <u>(5)</u>	Common Stock 82,480
Series B Convertible Preferred Stk, par value \$.01 per share	\$ 24.65					10/08/2004 <u>(6)</u>	Common Stock 8,113

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

# Edgar Filing: AMCON DISTRIBUTING CO - Form 4

Director    10% Owner    Officer    Other

ATAYAN CHRISTOPHER H  
C/O AMCON DISTRIBUTING    X    X    CEO and Chairman  
7405 IRVINGTON RD  
OMAHA, NE 68122

## Signatures

Andrew C Plummer atty-in-fact for Christopher H  
Atayan

10/24/2014

\_\_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) Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the original 9,900 RSU award on October 22, 2014, October 22, 2015, and October 22, 2016. On the October 22, 2014 vesting date RSUs were settled for 3,300 shares of common stock.

(2) Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the original 11,100 RSU award on October 22, 2013, October 23, 2014, and October 23, 2015. On the October 23, 2014 vesting date RSUs were settled for 3,700 shares of common stock.

(3) Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the original 10,700 RSU award on October 25, 2012, October 25, 2013, and October 25, 2014.

(4) The stock option for 25,000 shares vests and is exercisable in three equal annual installments beginning December 12, 2007.

(5) Series A Convertible Preferred Stock may be redeemed by the Issuer, at its option, and must be redeemed, at the option of the holder, upon a change of control, as defined in the Series A Convertible Preferred Stock. Series A Convertible Preferred Stock does not have an expiration date and will remain outstanding and convertible at the option of the holder until converted or redeemed.

(6) Series B Convertible Preferred Stock may be redeemed by the Issuer, at its option, and must be redeemed, at the option of the holder, upon a change of control, as defined in the Series B Convertible Preferred Stock. Series B Convertible Preferred Stock does not have an expiration date and will remain outstanding and convertible at the option of the holder until converted or redeemed.

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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