Christopher MR Thomas Form 4 February 12, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A Christopher	g Person <u>*</u>	Symbol	r Name and NER INC	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 56 TOP GA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2018			DirectorX Officer (gi	ve title Other below) P, Business Sales	Owner er (specify
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting		
STAMFOR	D 06902					Person	More than One Re	porting
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed	of, or Beneficial	ly Owned
1. Title of Security	2. Transaction Dat (Month/Day/Year)				4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned	(D) or	Ownership		
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	02/08/2018		M	3,541 (1)	A	\$0	19,278	D	
Common Stock	02/08/2018		F	1,110 (3)	D	\$ 114.26	18,168	D	

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. Transactio Code (Instr. 8)	5. Number of tiorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and L Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	02/08/2018		M		3,541 (1)	(2)	(2)	Common Stock
Stock Appreciation Rights	\$ 114.26	02/08/2018		A	18,110 (4)		02/08/2019(4)	02/08/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Christopher MD Thomas							

Christopher MR Thomas 56 TOP GALLANT RD STAMFORD 06902

EVP, Business Sales

Signatures

/s/ Kevin Tang for Christopher
Thomas

02/12/2018

**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) Represents shares acquired upon release of RSUs.
- (2) These RSUs vest in four substantially equal annual installments, commencing on 2/8/2017. This represents the 2018 installment.
- (3) Represents shares withheld for the payment of applicable income and payroll withholding taxes.
- (4) These SARs become exercisable in four substantially equal annual installments, commencing on 2/8/2019.

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.

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