

Dziedzic Joseph W
Form 4
July 19, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dziedzic Joseph W

(Last) (First) (Middle)

10000 WEHRLE DRIVE

(Street)

CLARENCE, NY 14031

(City) (State) (Zip)

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

Integer Holdings Corp [ITGR]

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

07/17/2017

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)

President & CEO

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	07/17/2017		D ⁽¹⁾	825 D \$ 0	8,451	D	
Common Stock	07/17/2017		M	6,299 A \$ 0	14,750	D	
Common Stock	07/17/2017		F	1,723 D \$ 0	13,027	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 a Underlyi (Instr. 3 a
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit	\$ 0	07/17/2017		M	6,299	07/17/2017 ⁽²⁾ ⁽²⁾	Comm
Restricted Stock Unit	\$ 0	07/17/2017		J ⁽²⁾	12,598	07/17/2017 ⁽²⁾ ⁽²⁾	Comm
Restricted Stock Units	\$ 0	07/17/2017		A	22,883	12/29/2017 ⁽³⁾ ⁽³⁾	Comm
Restricted Stock Units	\$ 0	07/17/2017		A	11,638	12/29/2017 ⁽³⁾ ⁽³⁾	Comm
Non-Qualified Stock Options	\$ 43.7	07/17/2017		A	67,613	12/29/2017 ⁽⁴⁾ 07/17/2027	Comm

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dziedzic Joseph W 10000 WEHRLE DRIVE CLARENCE, NY 14031	X		President & CEO	

Signatures

/s/ Timothy G. McEvoy as attorney-in-fact for Joseph W.
Dziedzic 07/19/2017

__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 the forfeiture of a portion of the restricted stock grant received by Mr. Dziedzic for service as a non-employee director of Integer Holdings Corporation for fiscal 2017 given Mr. Dziedzic's appointment as President & Chief Executive Officer of Integer.

Pursuant to the restricted stock award letter dated March 27, 2017, Mr. Dziedzic received a pro-rated vesting based on the term of his service as Interim President and Chief Executive Officer. As a result of his appointment as Chief Executive Officer on July 17, 2017, Mr. Dziedzic received and immediately vested in 6,299 restricted stock units and forfeited the remaining 12,598 of restricted stock units.

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- (3) Grant of restricted stock units that vest in three equal annual installments on the last day of each fiscal year beginning in fiscal year 2017.
- (4) Grant of non-qualified stock options that vest in three equal annual installments on the last day of each fiscal year beginning in fiscal year 2017.

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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