

Veach Jack R.
Form 4
November 07, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Veach Jack R.

(Last) (First) (Middle)

10940 1ST AVE. N.

(Street)

PLYMOUTH, MN 55441

(City) (State) (Zip)

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

WSI INDUSTRIES, INC. [WSCI]

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

11/07/2018

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)

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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | | | Code | V Amount (D) Price | 0 | 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
required to respond unless the form
displays a currently valid OMB control
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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)

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| 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 Underlying Securities (Instr. 3 and 4) | | | |
|---|---|---|---|---|---|--|-----|--|--------------------|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right-to-Buy) | \$ 6.16 | 11/07/2018 | | D | | 2,000 | | <u>(1)</u> | 12/18/2019 | Common Stock | 2,000 |
| Stock Option (Right-to-Buy) | \$ 7.25 | 11/07/2018 | | D | | 2,000 | | <u>(1)</u> | 09/24/2019 | Common Stock | 2,000 |
| Stock Option (Right-to-Buy) | \$ 4.37 | 11/07/2018 | | D | | 2,000 | | <u>(1)</u> | 12/21/2020 | Common Stock | 2,000 |
| Stock Option (Right-to-Buy) | \$ 3 | 11/07/2018 | | D | | 2,000 | | <u>(1)</u> | 12/22/2021 | Common Stock | 2,000 |
| Stock Option (Right-to-Buy) | \$ 4.48 | 11/07/2018 | | D | | 2,000 | | <u>(1)</u> | 12/20/2022 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Veach Jack R. 10940 1ST AVE. N. PLYMOUTH, MN 55441 | X |

Signatures

Suzette McNally, Attorney-in-Fact for Jck R.
Veach 11/07/2018

__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) Fully vested.

Pursuant to the previously announced Agreement and Plan of Merger, dated September 5, 2018, by and among Polaris Industries Inc., Iceman Merger Sub, Inc. and WSI Industries, Inc., each outstanding option was cancelled in exchange for a cash payment in an amount

(2) equal to the excess, if any, of \$7.00 over the per share exercise price of such option multiplied by the number of shares of common stock subject to such option. Any outstanding options whose exercise price was equal to or greater than \$7.00 per share was terminated and cancelled without any consideration being payable in respect thereof.

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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