

ATN International, Inc.  
Form 4  
September 23, 2016

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BENINCASA JUSTIN D**

(Last) (First) (Middle)

**C/O ATLANTIC  
TELE-NETWORK, INC., 500  
CUMMINGS CENTER**

(Street)

**BEVERLY, MA 01915**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ATN International, Inc. [ATNI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/22/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	09/22/2016		M		1,821	A \$ 23.78	48,364	D	
Common Stock	09/22/2016		M		4,146	A \$ 46.85	52,510	D	
Common Stock	09/22/2016		M		3,033	A \$ 32.96	55,543	D	
Common Stock	09/22/2016		J		5,004 <sup>(4)</sup>	D \$ 67.45	50,539	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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 23.78	09/22/2016		M	1,821	<u>(1)</u> 12/05/2018	Common Stock	1,821
Stock Option	\$ 46.85	09/22/2016		M	4,146	<u>(2)</u> 02/11/2020	Common Stock	4,146
Stock Option	\$ 32.96	09/22/2016		M	3,033	<u>(3)</u> 03/15/2021	Common Stock	3,033

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BENINCASA JUSTIN D  
C/O ATLANTIC TELE-NETWORK, INC.  
500 CUMMINGS CENTER  
BEVERLY, MA 01915

CFO

## Signatures

/s/ Justin D.  
Benincasa 09/23/2016

\*\*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) The option vested in equal installments on each of December 5, 2009, 2010, 2011 and 2012.

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- (2) The option vested in equal installments on each of February 11, 2010, 2011, 2012 and 2013.
- (3) The option vested in equal installments on each of March 15, 2011, 2012, 2013 and 2014.
- (4) Reflects shares withheld by the Company for payment of Mr. Benincasa's purchase price and tax obligations resulting from the exercise of options.

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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