

MORTIMORE WILLIAM C

Form 4

August 31, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORTIMORE WILLIAM C

2. Issuer Name and Ticker or Trading Symbol
ARI NETWORK SERVICES INC
/WI [ARIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

10850 WEST PARK PLACE, SUITE 1200

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MILWAUKEE, WI 53224

(City) (State) (Zip)

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	(D)	Price
Common Stock	08/29/2017		D(1)		60,966	D	\$ 7.1
					0		

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)

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.67	08/29/2017		D ⁽²⁾	6,000	07/31/2008 12/26/2017	Common Stock	6,000	
Stock Option (Right to Buy)	\$ 1.52	08/29/2017		D ⁽²⁾	20,000	07/31/2008 05/05/2008	Common Stock	20,000	
Stock Option (Right to Buy)	\$ 0.825	08/29/2017		D ⁽²⁾	6,000	07/31/2009 12/23/2018	Common Stock	6,000	
Stock Option (Right to Buy)	\$ 0.74	08/29/2017		D ⁽²⁾	6,000	07/31/2010 12/22/2019	Common Stock	6,000	
Stock Option (Right to Buy)	\$ 0.655	08/29/2017		D ⁽²⁾	6,000	07/31/2011 01/19/2021	Common Stock	6,000	
Stock Option (Right to Buy)	\$ 1.35	08/29/2017		D ⁽²⁾	9,000	07/31/2012 01/03/2022	Common Stock	9,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORTIMORE WILLIAM C 10850 WEST PARK PLACE SUITE 1200 MILWAUKEE, WI 53224	X			

Signatures

Mary L. Pierson (pursuant to Power of Attorney previously filed)

08/30/2017

__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) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated June 20, 2017 among the Issuer, Expedition Holdings LLC ("Parent") and Expedition Merger Sub, Inc., at the effective time (the "Effective Time") of the merger (the "Merger") contemplated under the Merger Agreement, each unvested share of restricted stock of the Issuer vested, and each share of Issuer common stock converted into the right to receive \$7.10 in cash.

(2) At the Effective Time of the Merger, outstanding options were cancelled and converted into the right to receive, for each share of Issuer common stock subject to the option, an amount in cash equal to (x) \$7.10, minus (y) the sum of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts.

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.