

GSE SYSTEMS INC  
Form 4  
December 03, 2015

**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 \*  
Meysami Bahram

(Last) (First) (Middle)

C/O GSE SYSTEMS, INC., 1332  
LONDONTOWN BLVD

(Street)

SYKESVILLE, MD 21784

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
GSE SYSTEMS INC [GVP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2015

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 below) \_\_\_\_ Other (specify below)

Chief Technology Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units <u>(1)</u>	<u>(2)</u>	12/01/2015	A		48,000		<u>(2)</u>	11/30/2012	Common Stock	48,000	
Restricted Stock Units <u>(1)</u>	<u>(3)</u>	12/01/2015	A		48,000		<u>(3)</u>	11/30/2021	Common Stock	48,000	
Restricted Stock Units <u>(1)</u>	<u>(4)</u>	12/01/2015	A		48,000		<u>(4)</u>	11/30/2021	Common Stock	48,000	
Restricted Stock Units <u>(1)</u>	<u>(5)</u>	12/01/2015	A		56,000		<u>(5)</u>	11/30/2021	Common Stock	56,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meyssami Bahram C/O GSE SYSTEMS, INC. 1332 LONDONTOWN BLVD SYKESVILLE, MD 21784			Chief Technology Officer	

## Signatures

/s/ Bahram  
Meyssami

12/03/2015

          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) Each Restricted Stock Unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (2) The Restricted Stock Units will vest in their entirety if the Volume Weighted Average Price of the Company's Common Stock as quoted on the NYSE MKT exceeds \$2.50 for a 90 consecutive trading day period.
- (3) The Restricted Stock Units will vest in their entirety if the Volume Weighted Average Price of the Company's Common Stock as quoted on the NYSE MKT exceeds \$3.25 for a 90 consecutive trading day period.
- (4) The Restricted Stock Units will vest in their entirety if the Volume Weighted Average Price of the Company's Common Stock as quoted on the NYSE MKT exceeds \$4.25 for a 90 consecutive trading day period.

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- (5) The Restricted Stock Units will vest in their entirety if the Volume Weighted Average Price of the Company's Common Stock as quoted on the NYSE MKT exceeds \$6.00 for a 90 consecutive trading day period.

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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