

Harris Theodore L  
Form 4  
February 15, 2019

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Harris Theodore L

(Last) (First) (Middle)

C/O BALCHEM  
CORPORATION, 52 SUNRISE  
PARK ROAD

(Street)

NEW HAMPTON, NY 10958

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
BALCHEM CORP [BCPC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2019

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 & 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2019		A	(A) or (D) Amount (1) \$ 0	49,950	D	
Common Stock	02/13/2019		A	(A) or (D) Amount (2) \$ 0	55,156	D	
Common Stock	02/13/2019		F	(A) or (D) Amount (3) \$ 84.09	52,565	D	

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

**displays a currently valid OMB control 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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option	\$ 84.09	02/13/2019		A	28,300	(4) 02/13/2029	Common Stock	28,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harris Theodore L C/O BALCHEM CORPORATION 52 SUNRISE PARK ROAD NEW HAMPTON, NY 10958			President & CFO	

## Signatures

/s/ Theodore L Harris, by Attorney in Fact, Mark Stach 02/15/2019

\_\_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).

Ownership of the restricted stock does not vest in Reporting person until three years from the grant date and is further subject to  
(1) restrictions on transfer in accordance with the provisions of a Restricted Stock Grant Agreement between the Issuer and the Reporting Person.

Acquired upon the settlement of performance shares granted on February 22, 2016 based upon a predetermined EBITDA performance  
(2) target and total shareholder return against the Russell 2000 Index over a three-year period under the Company's Second Amended and Restated 1999 Stock Plan (as amended and restated effective June 20, 2013) as a result of the satisfaction of those performance criteria.

(3) 2,552 of the 5,128 shares that vested February 13, 2019 were withheld to cover withholding taxes due upon vesting.

(4) Options vest 20% year 1; 40% year 2; and 40% year 3.

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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