

Kelley Drew M.
Form 4
August 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kelley Drew M.

2. Issuer Name **and** Ticker or Trading
Symbol
ARC Group Worldwide, Inc.
[ARCW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ARC GROUP WORLDWIDE,
INC., 810 FLIGHTLINE BLVD

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2018

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

(Street)
DELAND, FL 32724

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

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

(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	(A) or (D)	Price
Common Stock	08/03/2018	08/07/2018	M		15,616	A	\$ 1.51
					49,890		D

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
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 of 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)	\$ 1.51	05/10/2018		E		41,800		<u>(1)</u>	05/15/2023 ⁽³⁾	Common Stock	41,800
Stock Option (Right to Buy)	\$ 4.4	05/10/2018		E		74,575		<u>(2)</u>	02/10/2027 ⁽³⁾	Common Stock	74,575
Stock Option (Right to Buy)	\$ 1.51	08/03/2018		X		22,700		05/10/2018	01/15/2023	Common Stock	22,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelley Drew M. C/O ARC GROUP WORLDWIDE, INC. 810 FLIGHTLINE BLVD DELAND, FL 32724			Former Officer	

Signatures

/s/ Drew M.
Kelley

08/07/2018

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) Upon departure from the Company on May 10, 2018, 41,800 unvested shares were forfeited of a grant of 104,500 shares granted on January 15, 2016, which vested 20% upon grant and 20% on each anniversary thereof. All unvested shares were forfeited upon departure.
- (2) Upon departure from the Company on May 10, 2018, 74,575 shares granted on February 10, 2017, vesting on the date in which the closing price of the Company's common stock on five or more consecutive trading days is equal to or greater than two times the exercise price, as long as such date is on or prior to December 31, 2018. As the price vesting was not met upon departure, the shares were forfeited.

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- (3) Expiration date was per original grant. Upon departure, expiration date for all unvested shares was accelerated to date of departure.

As of the date of this report and after giving effect to all transactions disclosed herein, the reporting person holds options exercisable for

- (4) the purchase of 67,210 shares of the issuer's common stock at various exercise prices. All such remaining options if not exercised prior to August 10, 2018 will terminate.

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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