

NOVANTA INC
Form SC 13D/A
November 28, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

[RULE 13d-101]

(Amendment No. 14)¹

Novanta Inc.

(Name of Issuer)

Common Shares

(Title and Class of Securities)

67000B104

(CUSIP Number)

Stephen W. Bershad

c/o Christopher J. Hewitt

Tucker Ellis LLP

950 Main Avenue, Suite 1100

Cleveland, Ohio 44113

(216) 592-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 27, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

(Continued on following pages)

(Page 1 of 4 Pages)

(1) Names of reporting persons

Stephen W. Bershad

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

USA

Number of (7) Sole voting power

shares

beneficially 1,711,648

(8) Shared voting power

owned by

each

reporting 0
(9) Sole dispositive power

person

with: 1,711,648

(10) Shared dispositive power

0

(11) Aggregate amount beneficially owned by each reporting person

1,808,010(1)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

(13) Percent of class represented by amount in Row (11)

5.23%(2)

(14) Type of reporting person (see instructions)

IN

- (1) This number includes 96,362 deferred stock units that are fully vested and will convert into shares of Common Stock upon the date Mr. Bershad ceases to be a director of the Company. Mr. Bershad does not have voting rights or the right to receive dividends on these deferred stock units until they are converted to Common Stock.
- (2) Based on 34,592,138 shares of Common Stock outstanding as set forth in the Company's Form 10-Q for the period ended September 29, 2017.

This Amendment No. 14 is being filed on behalf of Stephen W. Bershada, a citizen of the United States of America (the *Reporting Person* or *Mr. Bershada*), to amend the Schedule 13D that was originally filed on February 4, 2009 (as amended, the *Schedule 13D*), relating to the common shares, no par value (the *Common Stock*), of Novanta, Inc. (the *Company*). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13D. This Amendment amends Items 4 and 5 as set forth below.

Item 4. Purpose of Transaction.

On November 27, 2017, Mr. Bershada sold 500,000 shares of Common Stock, representing approximately 22% of his holdings in the Company, for estate planning purposes. Mr. Bershada will continue in his role as Chairman of the Board, and continues to hold 1,808,010 shares, including his deferred stock units (DSUs), immediately following this sale. Previously, on August 8, 2017, Mr. Bershada gifted 100,000 shares to his charitable trust.

Item 5. Interest in Securities of the Issuer.

(a)-(b). Mr. Bershada has the sole power to vote and dispose of 1,711,648 shares of Common Stock. Additionally, Mr. Bershada beneficially owns 96,362 DSUs that are fully vested and will convert into shares of Common Stock upon the date Mr. Bershada ceases to be a director of the Company. Mr. Bershada does not have voting rights or the right to receive dividends on these DSUs until they are converted to Common Stock.

(c). On November 27, 2017, Mr. Bershada sold 500,000 shares of Common Stock in a block sale at a price of \$52.55 per share.

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**13D
SIGNATURE**

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 28, 2017

/s/ Stephen W. Bershad
Stephen W. Bershad