

PARKS FRED B  
Form 4  
June 26, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PARKS FRED B**

(Last) (First) (Middle)

**C/O ANALOGIC  
CORPORATION, 8 CENTENNIAL  
DRIVE**

(Street)

**PEABODY, MA 01960**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ANALOGIC CORP [ALOG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/22/2018**

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)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 (A) or (D)	Price	
Common Stock	06/22/2018		M		13,908	A <u>(2)</u> 25,650	D
Common Stock	06/22/2018		M		1,404	A <u>(3)</u> 27,054	D
Common Stock	06/22/2018		M		17,104	A <u>(4)</u> 44,158	D
Common Stock	06/22/2018		M		3,098	A <u>(4)</u> 47,256	D
Common Stock	06/22/2018		D		47,256	D <u>(1)</u> \$ 84 0	D

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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)

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. De Se Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(2)	06/22/2018		M		13,908		(2)	(2)	Common Stock	13,908
Restricted Stock Units	(3)	06/22/2018		M		1,404		(3)	(3)	Common Stock	1,404
Restricted Stock Units	(4)	06/22/2018		M		17,104		(4)	(4)	Common Stock	17,104
Restricted Stock Units	(4)	06/22/2018		M		3,098		(4)	(4)	Common Stock	3,098

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKS FRED B C/O ANALOGIC CORPORATION 8 CENTENNIAL DRIVE PEABODY, MA 01960	X		See Remarks	

## Signatures

/s/ John J. Fry, by Power of Attorney for Fred B.  
Parks

06/26/2018

\_\_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).

On June 22, 2018, pursuant to the Agreement and Plan of Merger, by and among the issuer, AC Merger Sub, Inc. ("Merger Sub") and ANLG Holding Company, Inc. ("Parent"), dated April 10, 2018 (the "Merger Agreement"), Merger Sub merged with and into the issuer (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of Parent. Effective as of immediately prior to the

- (1) effective time of the Merger, the reporting person's service as a director of the issuer terminated, and, in connection therewith, his Deferred Stock Units were converted into an equivalent number of shares of Common Stock. Pursuant to the Merger Agreement, at the effective time of the Merger, the shares of Common Stock automatically converted into the right to receive \$84.00 per share in cash (the "Merger Consideration").

- (2) The reporting person elected, as permitted by the issuer's Non-Employee Director Stock Plan, to receive an equivalent number of share of the Company's common stock on account of the reporting person's deferred stock units upon termination of his or her service as a member of the Board of Directors of the Issuer.

- (3) Represents unvested time-based restricted stock unit awards that became vested and were converted in the Merger into the right to receive the Merger Consideration. Pursuant to the terms of the Merger Agreement, each outstanding and unvested time-based restricted share unit as of immediately prior to the Effective Time vested in full and was automatically canceled and converted into the right to receive the Merger Consideration for each underlying share.

- (4) Represents unvested performance-based share unit awards that became vested and were converted in the Merger into the right to receive the Merger Consideration. Pursuant to the terms of the Merger Agreement, each outstanding and unvested performance-based restricted share unit as of immediately prior to the Effective Time vested with respect to the number of shares of Common Stock that would have been earned in accordance with the methodology set forth in the applicable award agreement or previously established by the Compensation Committee of the issuer's Board of Directors and was automatically canceled and converted into the right to receive the Merger Consideration for each underlying share.

### Remarks:

President and Chief Executive Officer

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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