

RUTHERFORD JEFFREY L

Form 4

November 05, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUTHERFORD JEFFREY L

2. Issuer Name **and** Ticker or Trading
Symbol
EDGEWATER TECHNOLOGY
INC/DE/ [EDGW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

14784 RIVER GLEN DRIVE

(Street)

NOVELTY, OH 44072

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2018

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Interim President/Interim CEO

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	11/01/2018		D		70,000	D	0

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 Options (2)	\$ 6.45	11/01/2018		D		20,000		02/16/2017	02/16/2022	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RUTHERFORD JEFFREY L 14784 RIVER GLEN DRIVE NOVELTY, OH 44072	X Interim President/Interim CEO

Signatures

/s/ Paul McNeice,
Attorney-in-Fact

11/05/2018

__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) On November 1, 2018, Edgewater Technology, Inc. (the "Company"), Alithya Group inc. ("New Alithya") and 9374-8572 Delaware Inc., a newly-formed wholly-owned Delaware subsidiary of New Alithya ("U.S. Merger Sub") consummated a transaction under an arrangement agreement (the "Arrangement Agreement") pursuant to which the Company was acquired by New Alithya. Under the terms of the Arrangement Agreement, U.S. Merger Submerged with and into the Company, with the Company as the surviving corporation in the merger (the "Merger") and wholly owned subsidiary of New Alithya. At the effective time of the Merger, each share of the Company's Common Stock was cancelled and converted into the right to receive 1.1918 common shares in the share capital of New Alithya (rounded up to the nearest whole share).
- (2) These stock options were assumed by New Alithya in the Merger and each share of Common Stock of the Company subject to the option was converted into the option to purchase 1.1918 common shares in the capital of New Alithya for an exercise price equal to the listed exercise price per share, divided by 1.1918, with the same terms and conditions as the original Company stock options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.