

Basso Ronald
Form 4
January 09, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Basso Ronald

(Last) (First) (Middle)
1000 PARK DRIVE
(Street)

LAWRENCE, PA 15055

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BLACK BOX CORP [BBOX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2019

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)
EVP, GC & Secretary

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value	01/07/2019 ⁽¹⁾		U		32,047	D	\$ 1.1 <u>(1)</u>
Common Stock, \$.001 par value	01/07/2019 ⁽¹⁾		D		16,187 <u>(2)</u>	D	\$ 1.1 <u>(3)</u>
Common Stock, \$.001 par value	01/07/2019 ⁽⁴⁾		A		75,160	A	\$ 0 <u>(4)</u>

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Common Stock, \$.001 par value	01/07/2019 ⁽⁴⁾	D	75,160	D	\$ 1.1 <u>(4)</u>	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 26.19	01/07/2019 ⁽⁵⁾		D	22,370	<u>(5)</u>	<u>(5)</u>	Common Stock	22,370
Employee Stock Option (Right to Purchase)	\$ 21.79	01/07/2019 ⁽⁵⁾		D	23,460	<u>(5)</u>	<u>(5)</u>	Common Stock	23,460
Employee Stock Option (Right to Purchase)	\$ 19.51	01/07/2019 ⁽⁵⁾		D	28,880	<u>(5)</u>	<u>(5)</u>	Common Stock	28,880
Employee Stock Option (Right to Purchase)	\$ 11.99	01/07/2019 ⁽⁵⁾		D	58,940	<u>(5)</u>	<u>(5)</u>	Common Stock	58,940
Employee Stock Option (Right to Purchase)	\$ 8.1	01/07/2019 ⁽⁵⁾		D	87,680	<u>(5)</u>	<u>(5)</u>	Common Stock	87,680

Employee Stock Option (Right to Purchase)	\$ 2.85	01/07/2019 ⁽⁵⁾	D	268,410	⁽⁵⁾	⁽⁵⁾	Common Stock	268,410
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Basso Ronald 1000 PARK DRIVE LAWRENCE, PA 15055			EVP, GC & Secretary	

Signatures

/s/ Ronald Basso 01/09/2019

__Signature of Date
Reporting Person

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 11, 2018, Black Box Corporation (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with AGC Networks Pte Ltd. ("Top Parent"), BBX Main Inc., a wholly owned subsidiary of Top Parent ("Parent"), BBX Inc., a wholly owned subsidiary of Parent ("BBX Intermediate"), and Host Merger Sub Inc., a wholly owned subsidiary of BBX Intermediate ("Merger Sub"). Pursuant to the terms of the Merger Agreement, and the tender offer commenced in connection therewith, each share of Company common stock held by the Reporting Person was tendered for \$1.10 per share, net to the holder thereof, in cash, without interest thereon (the "Offer Price"). Pursuant to the Merger Agreement, on January 7, 2019 (the "Effective Time"), Merger Sub was merged with and into the Company, with the Company being the surviving corporation and becoming a wholly owned subsidiary of BBX Intermediate.
 - (2) Represents unvested restricted stock units granted pursuant to a Company stock plan (a "Company RSU Award").

Pursuant to the Merger Agreement, at the Effective Time, each Company RSU Award that was outstanding or payable as of the Effective Time (whether vested or unvested) converted into the right of the holder to receive an amount in cash equal to the product of (i) the total number of shares of Company common stock underlying such Company RSU Award, and (ii) the Offer Price, less any required withholding taxes.
 - (3) Settlement of non-derivative performance awards for cash as follows: Pursuant to the Merger Agreement, at the Effective Time, each performance share award granted under a Company stock plan that is subject to performance-based vesting (each a "Company Performance Share Award") that was outstanding or payable as of the Effective Time (whether vested or unvested) converted into the right of the holder to receive an amount of cash equal to the product of (i) the target number of performance shares granted by such Company Performance Share Award (as designated in the applicable Performance Share Award Agreement between the Company and the holder thereof) and (ii) the Offer Price, less any required withholding taxes.
 - (4) Pursuant to the Merger Agreement, at the Effective Time, each out-of-the-money Company option that was outstanding and unexercised (whether vested or unvested) was cancelled and terminated for no consideration. This option was out-of-the-money at the Effective Time.

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.