

Faltas Mervat
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Faltas Mervat

(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
__X__ Officer (give title ____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	06/22/2018		M	5,460	A <u>(3)</u> 14,989	D	
Common Stock	06/22/2018		M	6,306	A <u>(4)</u> 21,295	D	
Common Stock	06/22/2018		D	21,295	D <u>\$ 84</u> <u>(1)</u> 0	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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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
Non-Qualified Stock Option (Right to Buy)	\$ 71.09	06/22/2018		M	3,741	(2) (2)	Common Stock 3,741
Non-Qualified Stock Option (Right to Buy)	\$ 77.08	06/22/2018		M	1,375	(2) (2)	Common Stock 1,375
Restricted Stock Units	(3)	06/22/2018		M	5,460	(3) (3)	Common Stock 5,460
Restricted Stock Units	(4)	06/22/2018		M	6,306	(4) (4)	Common Stock 6,306

Reporting Owners

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

Signatures

/s/ John J. Fry, by Power of Attorney for Mervat Faltas 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).

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- 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
- (1) (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of Parent. 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").

- Effective as of immediately prior to the effective time of the Merger, each then-outstanding and unexercised stock option of the issuer with an exercise price less than \$84.00 was automatically canceled and converted into the right to receive from the surviving corporation an amount of cash equal to the product of (i) the total number of shares of Common Stock then underlying such stock option multiplied by (ii) the excess of the \$84.00 over the exercise price per share of such stock option, on the terms set forth in the Merger Agreement.
- (2)

- 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.
- (3)

- 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.
- (4)

Remarks:

Senior Vice President and General Manager, Medical Imaging Business

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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