

SOLOMON PETER J
Form 4
November 30, 2018

FORM 4

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

OMB APPROVAL

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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 *
SOLOMON PETER J

(Last) (First) (Middle)
200 HOLLEDER PARKWAY
(Street)
ROCHESTER, NY 14615
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MONRO, INC. [MNRO]

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2018

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 384,159 ⁽¹⁾ | D | |
| Common Stock | 11/28/2018 | | M | 10,000 A \$ 51.51 | 394,159 | D | |
| Common Stock | 11/28/2018 | | M | 10,000 A \$ 62.78 | 404,159 | D | |
| Common Stock | 11/28/2018 | | M | 10,000 A \$ 57.78 | 414,159 | D | |
| Common Stock | 11/28/2018 | | S | 30,000 D \$ 80.2926 ⁽²⁾ | 384,159 | D | |

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| | | | |
|--------------|------------------------|---|---------|
| Common Stock | 428,351 ⁽³⁾ | I | Trustee |
| Common Stock | 1,000 | I | Spouse |

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 number. 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Options (Right to Buy) | \$ 51.51 | 11/28/2018 | | M | 10,000 | 08/05/2014 08/05/2019 | | Common Stock | 10,000 |
| Options (Right to Buy) | \$ 62.78 | 11/28/2018 | | M | 10,000 | 08/04/2015 08/04/2020 | | Common Stock | 10,000 |
| Options (Right to Buy) | \$ 57.78 | 11/28/2018 | | M | 10,000 | 08/09/2016 08/09/2021 | | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SOLOMON PETER J 200 HOLLEDER PARKWAY ROCHESTER, NY 14615 | | X | | |

Signatures

/s/ by Maureen E. Mulholland as POA for Peter J. Solomon 11/30/2018

__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) Includes 10,000 shares of Class C Preferred Stock, which are presently convertible into 233,888 shares of Common Stock of the Issuer.
- (2) Sales undertaken by the reporting person for personal tax planning and diversification purposes.
Includes 11,802 shares of Class C Preferred Stock of the Issuer convertible into 276,033 shares of Common Stock of the Issuer. These shares are held in trusts for the benefit of Mr. Solomon's children and grandchildren. Mr. Solomon is a trustee of such trusts and,
- (3) accordingly, may be deemed to have a beneficial interest therein. Mr. Solomon expressly disclaims beneficial ownership of securities held by such trusts, and this report shall not be deemed an admission that Mr. Solomon is the beneficial owner of such securities.

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.