

Spencer Michael L
Form 4
March 04, 2019

FORM 4

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

OMB APPROVAL

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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 *
Spencer Michael L

(Last) (First) (Middle)
10000 WEHRLE DRIVE
(Street)

CLARENCE, NY 14031

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Integr Holdings Corp [ITGR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2019

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)
Chief Ethics & Compliance Of

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)
				(A) or (D)	Price		
Common Stock	02/28/2019		A ⁽¹⁾	1,270	A 7,136	D	
Common Stock	02/28/2019		A ⁽³⁾	1,554	A 8,690	D	
Common Stock	02/28/2019		F	728	\$ 90.96 7,962	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price or Amount of Derivative Security (Instr. 3)
Restricted Stock Units	\$ 0 ⁽²⁾	02/28/2019		A	1,555	<u>(4)</u> <u>(4)</u>	Common 1,555	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spencer Michael L 10000 WEHRLE DRIVE CLARENCE, NY 14031			Chief Ethics & Compliance Of	

Signatures

/s/ Mark Zawodzinski as attorney-in-fact for Michael L. Spencer. 03/04/2019

__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) Represent the portion of a performance-based restricted stock unit ("PRSU") award made on January 4, 2016 that was determined to be earned based on performance for the period ending December 28, 2018. The established performance and service conditions were determined to have been met as of February 28, 2019.

(2) Restricted stock units convert into common stock on a one-for-one basis.

(3) Represent the portion of a PRSU award made on February 6, 2017 that was determined to be earned based on performance for the period ending December 28, 2018. The established performance and service conditions were determined to have been met as of February 28, 2019.

(4) Represent the portion of a PRSU award made on February 6, 2017 that was determined to be earned based on performance for the period ending December 28, 2018. The established performance conditions were determined to have been met as of February 28, 2019. The PRSUs are scheduled to vest on January 3, 2020, provided the reporting person is employed by the Issuer on the vesting date.

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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