

MASIMO CORP  
Form 4  
September 26, 2016

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
KIANI JOE E

(Last) (First) (Middle)

C/O MASIMO CORPORATION, 52  
DISCOVERY

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MASIMO CORP [MASI]

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

09/22/2016

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)

CEO and Chairman of the Board

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	09/22/2016		M	39,670 A	\$ 15.4 158,911	D	
Common Stock	09/22/2016		S <sup>(1)</sup>	39,670 D	\$ 60.2173 119,241	D	
Common Stock	09/23/2016		M	9,814 A	\$ 15.4 129,055	D	
Common Stock	09/22/2016		S <sup>(1)</sup>	9,814 D	\$ 60.0368 119,241	D	
					10,373	I	

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Common Stock					See Footnote <u>(4)</u>
Common Stock	2,550,291	I			By Trust <u>(5)</u>
Common Stock	1,079,290	I			By Trust <u>(6)</u>
Common Stock	352,919	I			By Trust <u>(6)</u>
Common Stock	359,000	I			By Trust <u>(6)</u>
Common Stock	9,000	I			See Footnote <u>(7)</u>

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 15.4	09/22/2016		M	39,670	05/24/2008 <sup>(8)</sup> 05/24/2017	Common Stock	
Non-Qualified Stock Option (Right to Buy)	\$ 15.4	09/23/2016		M	9,814	05/24/2008 <sup>(8)</sup> 05/24/2017	Common Stock	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KIANI JOE E  
C/O MASIMO CORPORATION  
52 DISCOVERY  
IRVINE, CA 92618

X

CEO and Chairman of the Board

## Signatures

/s/ David J. Van Ramshorst,  
Attorney-In-Fact

09/26/2016

\_\_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) The shares covered by this Form 4 were sold pursuant to a Rule 10b5-1 Sales Plan dated as of June 17, 2016, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.  
The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of \$60.00 per share to a high of \$60.50 per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of \$60.00 per share to a high of \$60.27 per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected
- (3) Shares held in Masimo Retirement Savings Plan.
- (4) Shares held in one trust for which Mr. Kiani is the sole trustee.
- (5) Shares held in three trusts for which Mr. Kiani is not the trustee.
- (6) Shares held by an immediate family member for which Mr. Kiani exercises voting and investment control.
- (7) This option was granted on May 24, 2007 and is exercisable as the option vested. This option vested over a five year period, with 20% of the shares subject to the option vesting on each anniversary of the grant date.

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. den;font-size:10pt;">

1967

12/23/1994

35 years

QUINCE ORCHARD (Maryland)

3,197

7,949

28,316

2,928

36,534

39,462

21,216

1975

4/22/1993

35 years

RIVERPOINT CENTER (Illinois)

15,422

104,572

664

15,422

105,236

120,658

6,046

1989, 2012

3/31/2017

35 years

ROCKVILLE TOWN SQUARE (Maryland)

4,436

—

8,092

44,099

—

52,191

52,191

19,088

2005 - 2007

2006 - 2007

50 years

ROLLINGWOOD APTS. (Maryland)

20,326

552

2,246

8,302

774

10,326

11,100

9,653

1960

1/15/1971

25 years

SAM'S PARK & SHOP (District of Columbia)

4,840

6,319

2,697

4,840

9,016

13,856

5,518

1930

12/1/1995

35 years

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FEDERAL REALTY INVESTMENT TRUST  
 SCHEDULE III  
 SUMMARY OF REAL ESTATE AND ACCUMULATED DEPRECIATION  
 DECEMBER 31, 2018  
 (Dollars in thousands)

COLUMN A	COLUMN B	COLUMN C	COLUMN D	COLUMN E	COLUMN F	COLUMN G	COLUMN H	COLUMN I
Descriptions	Initial cost to company Encumbrance	Cost Capitalized Subsequent to Building Acquisition Land and Improvements	Gross amount which carried at close of period of Building Land and Improvements	Accumulated Depreciation and Amortization Total	Date of Construction	Date Acquired	Life on which depreciation in latest income statements is computed	
SAN ANTONIO CENTER (California)	39,920	2,466,919	92,385	74,307	1958, 1964-1965, 1974-1975, 1995-1997	1/9/2015	35 years	
SANTANA ROW (California)	66,682	5,028,872	36,208	2,136,120	1999-2006, 2009, 2011, 2014, 2016-2018	3/5/97, 7/13/12, 9/6/12, 4/30/13 & 9/23/13	40 - 50 years	
SAUGUS PLAZA (Massachusetts)	4,383	3,291,050	4,383	15,729	1976	10/1/1996	35 years	
SYLMAR TOWNE CENTER (California)	17,446	8,522,636	25,183	43,483	1973	8/2/2017	35 years	
THE AVENUE AT WHITE MARSH (Maryland)	52,542	2,682,432	6,260	98,055	1997	3/8/2007	35 years	
THE GROVE AT SHREWSBURY (New Jersey)	42,776	8,016,145	231,800	7,333	1988/1993/2007	1/1/2014 & 10/6/14	35 years	
THE SHOPPES AT NOTTINGHAM SQUARE (Maryland)	4,441	2,849,034	4,441	17,693	2005 - 2006	3/8/2007	35 years	
THE SHOPS AT SUNSET PLACE (Florida)	65,946	4,950,859	764,399	124,426	1999	10/1/2015	35 years	
THIRD STREET PROMENADE (California)	22,645	7,709,765	5,529	81,849	1988-2000	1996-2000	35 years	
TOWER SHOPPING CENTER (Virginia)	7,170	1,518,397	280,807	22,087	1953-1960	8/24/1998	35 years	
TOWER SHOPS (Florida)	29,940	3,390,259	67,527	97,589	1989	1/19/11 & 6/13/14	35 years	
TOWN CENTER OF NEW BRITAIN (Pennsylvania)	1,282	2,285,800	1,470	15,367	1969	6/29/2006	35 years	
TOWSON RESIDENTIAL	2,328	—	2,328	22,375	2016-2017	3/8/2007	35 years	

Explanation of Responses:

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(FLATS @703) (Maryland)						
TROY HILLS (New Jersey)	3,126,193	30,974,863	3,428 39,223	10,966	7/23/1980	22 years
TYSON'S STATION (Virginia)	388 453	3,890,493	4,238 4,731	869,954	1/17/1978	17 years
VILLAGE AT SHIRLINGTON (Virginia)	6,704	9,761,480	1,784,262	119 66,353	2040, 2006-2009	12/21/1995 35 years
WESTGATE CENTER (California)	6,319	07,282	2,766,319	0,051 565,478	0960-1966	3/31/2004 35 years
WHITE MARSH PLAZA (Maryland)	3,478	21,418	35 3,428	25,726	61,987	3/8/2007 35 years
WHITE MARSH OTHER (Maryland)	31,953	843,146	31,985	939 33,874	1985	3/8/2007 35 years

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FEDERAL REALTY INVESTMENT TRUST  
 SCHEDULE III  
 SUMMARY OF REAL ESTATE AND ACCUMULATED DEPRECIATION  
 DECEMBER 31, 2018  
 (Dollars in thousands)

COLUMN A	COLUMN B	COLUMN C			COLUMN D	COLUMN E		COLUMN F	COLUMN G
Descriptions	Encumbrance	Initial cost to company			Gross amount at which carried at close of period			Accumulated Depreciation and Amortization	Date of Construction
		Land	Building and Improvements	Cost Capitalized Subsequent to Acquisition	Land	Building and Improvements	Total		
WILDWOOD (Maryland)		9,111	1,061	14,197	9,111	15,258	24,369	8,727	1958
WILLOW GROVE (Pennsylvania)		1,499	6,643	22,117	1,499	28,760	30,259	27,126	1953
WILLOW LAWN (Virginia)		3,192	7,723	92,318	7,790	95,443	103,233	60,517	1957
WYNNEWOOD (Pennsylvania)		8,055	13,759	21,109	8,055	34,868	42,923	24,551	1948
TOTALS	\$545,898	\$1,459,321	\$2,416,071	\$3,944,080	\$1,422,834	\$6,396,638	\$7,819,472	\$2,059,143	

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FEDERAL REALTY INVESTMENT TRUST  
 SCHEDULE III  
 SUMMARY OF REAL ESTATE AND ACCUMULATED DEPRECIATION  
 - CONTINUED

Three Years Ended December 31, 2018

Reconciliation of Total Cost

(in thousands)

Balance, December 31, 2015	\$6,064,406
Additions during period	
Acquisitions	229,296
Improvements	483,932
Deduction during period—dispositions and retirements of property	(18,561 )
Balance, December 31, 2016	6,759,073
Additions during period	
Acquisitions	555,476
Improvements	492,541
Deduction during period—dispositions and retirements of property	(172,029 )
Balance, December 31, 2017	7,635,061
Additions during period	
Acquisitions	14,940
Improvements	407,225
Deduction during period—dispositions and retirements of property	(237,754 )
Balance, December 31, 2018 (1)	\$7,819,472

(1) For Federal tax purposes, the aggregate cost basis is approximately \$7.2 billion as of December 31, 2018.

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FEDERAL REALTY INVESTMENT TRUST  
 SCHEDULE III  
 SUMMARY OF REAL ESTATE AND ACCUMULATED DEPRECIATION  
 - CONTINUED

Three Years Ended December 31, 2018

Reconciliation of Accumulated Depreciation and Amortization  
 (in thousands)

Balance, December 31, 2015	\$ 1,574,041
Additions during period—depreciation and amortization expense	173,244
Deductions during period—dispositions and retirements of property	(18,051 )
Balance, December 31, 2016	1,729,234
Additions during period—depreciation and amortization expense	193,340
Deductions during period—dispositions and retirements of property	(46,030 )
Balance, December 31, 2017	1,876,544
Additions during period—depreciation and amortization expense	215,969
Deductions during period—dispositions and retirements of property	(33,370 )
Balance, December 31, 2018	\$ 2,059,143

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FEDERAL REALTY INVESTMENT TRUST  
 SCHEDULE IV  
 MORTGAGE LOANS ON REAL ESTATE  
 Year Ended December 31, 2018

(Dollars in thousands)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H
Description of Lien	Interest Rate	Maturity Date	Periodic Payment Terms	Prior Liens	Face Amount of Mortgages	Carrying Amount of Mortgages	Principal Amount of Loans Subject to Delinquent Principal or Interest
Mortgage on retail buildings in Philadelphia, PA	8% or 10% based on timing of draws, plus participation	May 2021	Interest only monthly; balloon payment due at maturity	\$ —	\$ 21,179	\$ 21,179	(2) \$ —
Mortgage on retail buildings in Philadelphia, PA	10% plus participation	May 2021	Interest only monthly; balloon payment due at maturity	—	9,250	9,250	—
				\$ —	\$ 30,429	\$ 30,429	\$ —

(1) For Federal tax purposes, the aggregate tax basis is approximately \$30.4 million as of December 31, 2018.

(2) This mortgage is available for up to \$25.0 million.

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FEDERAL REALTY INVESTMENT  
TRUST  
SCHEDULE IV  
MORTGAGE LOANS ON REAL ESTATE -  
CONTINUED

Three Years Ended December 31, 2018

Reconciliation of Carrying Amount

(in thousands)

Balance, December 31, 2015	\$41,618
Deductions during period:	
Collection and satisfaction of loans	(11,714 )
Balance, December 31, 2016	29,904
Additions during period:	
Issuance of loans	525
Balance, December 31, 2017	30,429
Balance, December 31, 2018	\$30,429

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