

RUOCCO ROBERT C

Form 4

May 18, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUOCCO ROBERT C

2. Issuer Name **and** Ticker or Trading
Symbol
XERIUM TECHNOLOGIES INC
[XRM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2012

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O CARL MARKS
MANAGEMENT COMPANY,
LLC, 900 THIRD AVENUE, 33RD
FLOOR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

NEW YORK, NY 10022

(City) (State) (Zip)

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, par value \$0.001 per share	05/16/2012		P	97,000 (4)	A \$ 3.912 (1)	1,914,482 (3) (4) (5)	I (3) (4) (5) See Footnotes (3) (4) (5)
Common Stock, par value \$0.001 per	05/17/2012		P	32,500 (4)	A \$ (2) 3.9583	1,946,982 (3) (4) (5)	I (3) (4) (5) See Footnotes (3) (4) (5)

share

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RUOCCO ROBERT C
C/O CARL MARKS MANAGEMENT COMPANY, LLC
900 THIRD AVENUE, 33RD FLOOR
NEW YORK, NY 10022

X

Signatures

/s/ Robert C.
Ruocco

05/18/2012

__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 purchase price of the shares of common stock, par value \$0.001 per share ("Common Stock"), of Xerium Technologies, Inc. (the "Company"), reported in Column 4 of this report is a weighted-average price. The shares of Common Stock purchased on May 16, 2012, were purchased in multiple transactions at prices ranging from \$3.81 to \$4.02, inclusive. Robert C. Ruocco (the "Reporting Person") undertakes to provide to the Company, any security holder of the Company, or the Staff of the Securities and Exchange Commission ("SEC"), upon request, full and complete information regarding the number of shares of Common Stock purchased at each separate price

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within the range set forth in this Footnote (1).

The purchase price of the shares of Common Stock reported in Column 4 of this report is a weighted-average price. The shares of Common Stock purchased on May 17, 2012, were purchased in multiple transactions at prices ranging from \$3.85 to \$4.06, inclusive. The

- (2) Reporting Person undertakes to provide to the Company, any security holder of the Company, or the Staff of the SEC, upon request, full and complete information regarding the number of shares of Common Stock purchased at each separate price within the range set forth in this Footnote (2).

The Reporting Person is one of three individual managing members of Carl Marks Management Company, LLC ("CMMC"), a Delaware limited liability company and registered investment adviser, which is the investment adviser to (i) Carl Marks Strategic Investments, L.P. ("CMSI"), a Delaware limited partnership and private investment partnership, and (ii) Carl Marks Strategic Opportunities Fund, L.P.

- (3) ("CMSO"), a Delaware limited partnership and private investment partnership. The Reporting Person is also one of three individual managing members of (x) CMSI GP, LLC ("CMSI GP"), a Delaware limited liability company and the general partner of CMSI, and (y) Carl Marks GP, LLC ("CMSO GP"), a Delaware limited liability company and the general partner of CMSO.

Of the shares of Common Stock purchased on May 16, 2012, 26,316 shares were purchased by CMSI and 70,684 shares were purchased by CMSO. Of the shares of Common Stock purchased on May 17, 2012, 8,817 shares were purchased by CMSI and 23,683 shares were purchased by CMSO. Following the transactions reported herein, CMSI and CMSO were owners of an aggregate of 1,946,982 shares of Common Stock (598,754 of such shares are held by CMSI and 1,348,228 of such shares are held by CMSO).

- (4) Shares of the Company held by CMSI and CMSO may be deemed to be beneficially owned (i) indirectly by CMMC, as the investment adviser to CMSI and CMSO; (ii) indirectly by CMSI GP, as the general partner of CMSI, and CMSO GP, as the general partner of CMSO, respectively; and (iii) indirectly, on a shared basis, by the Reporting Person and the two other individual managing members of CMMC, the investment adviser to CMSI and CMSO, who share the power to direct the vote or disposition of such securities. CMMC and the three individual managing members of CMMC have previously filed statements pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended, with respect to the Company's securities which they may be deemed to beneficially own. The Reporting Person's beneficial ownership of the Company's securities is limited to his indirect interest (if any) in the shares of Common Stock held by CMSI and CMSO, limited to his pecuniary interest in CMSI and CMSO (if any).

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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