

Wilson James Forbes
Form 4
July 05, 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 *
Wilson James Forbes

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)
07/03/2012

☒ Director ☐ 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)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NEW YORK, NY 10022-4775

(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	07/03/2012		A	4,828 (1)	A \$ 0 (1)	13,460 (2)	D
Common Stock, par value \$0.001 per					1,946,982 (3) (4) (5) (6)	I (3) (4) (5) (6)	See Footnotes (3) (4) (5) (6)

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 Reported 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

Wilson James Forbes
C/O CARL MARKS MANAGEMENT COMPANY, LLC
900 THIRD AVENUE, 33RD FLOOR
NEW YORK, NY 10022-4775

X

Signatures

/s/ James Forbes
Wilson 07/05/2012

__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).

This amount represents a grant of Director Deferred Stock Units ("Units"), which were awarded to James Forbes Wilson (the "Reporting Person") in consideration of his services as a director of Xerium Technologies, Inc. (the "Issuer") and were settled immediately in shares of common stock of the Issuer ("Common Stock").

(2) This amount represents shares of Common Stock and shares of Common Stock underlying all Units held by the Reporting Person.

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The Reporting Person is a director of the Issuer and 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. ("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.

- (3)
- (4) As of April 4, 2012, the Reporting Person was the owner of an aggregate of 13,460 Units and shares of Common Stock, and 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).

The 598,754 shares of Common Stock held by CMSI and the 1,348,228 shares of Common Stock held by 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 Section 13 and 16 of the Securities Exchange Act of 1934, as amended, with respect to the securities of the Issuer which they may be deemed to beneficially own.

- (5)
- (6) The Reporting Person's beneficial ownership of the Issuer's securities is limited to (i) his direct ownership of an aggregate of 13,460 Units and shares of Common Stock and (ii) 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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