

MAGNETEK, INC.
 Form 4
 September 02, 2015

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 *
SCHWENNER MARTY J

 (Last) (First) (Middle)
MAGNETEK, INC., N49 W13650
CAMPBELL DRIVE

 (Street)
MENOMONEE FALLS, WI 53051

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAGNETEK, INC. [MAG]

 3. Date of Earliest Transaction (Month/Day/Year)
09/02/2015

 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)
Vice President and CFO

 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/02/2015		A		15,565 (1)	A	\$ 0 44,902 D
Common Stock	09/02/2015		D		44,902 (2)	D	\$ 50 0 D
Common Stock	09/02/2015		D		396 (2)	D	\$ 50 0 I By 401(k) Plan

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

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SEC 1474 (9-02)

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).

On July 26, 2015, the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") with Columbus McKinnon Corporation, a New York corporation ("Parent"), and Megatron Acquisition Corp., a Delaware corporation and a wholly owned

(1) subsidiary of Parent ("Acquisition Sub"), pursuant to which, on September 2, 2015, a number of performance shares determined as if the performance objectives applicable to the performance shares had been achieved at the target performance level vested in full resulting in the reporting person's acquisition of that number of shares of the Issuer's common stock.

Pursuant to the Merger Agreement, Acquisition Sub commenced a tender offer to acquire all shares of the Issuer's common stock at a price per share of \$50.00, and on September 2, 2015, Acquisition Sub accepted all shares of Issuer's common stock that were tendered

(2) and Parent subsequently made a cash payment in respect of all of the outstanding shares of the Issuer's common stock that were tendered. The reporting person reports disposition of shares tendered by the reporting person pursuant to the terms of the tender offer, which involved a change of control.

The Merger Agreement contemplated a merger of Acquisition Sub with and into the Issuer following consummation of the tender offer.

(3) Pursuant to the Merger Agreement, each unexpired and unexercised option vested immediately prior to the consummation of the merger and was canceled in exchange for a cash payment per share equal to the difference between \$50.00 and the exercise price of such option. Options with an exercise price of \$50.00 per share or more were canceled and are not shown in Table II of this Report.

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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