

XERIUM TECHNOLOGIES INC  
Form SC 13D/A  
June 27, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

SCHEDULE 13D/A

(Amendment No. 3)

Under the Securities Exchange Act of 1934

**XERIUM TECHNOLOGIES, INC.**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**98416J118**

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P I

Edgar Filing: XERIUM TECHNOLOGIES INC - Form SC 13D/A

450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

Jeffrey S. Tullman, Esq.

Kane Kessler, P.C.

666 Third Avenue, 22<sup>nd</sup> Floor

New York, New York 10017

(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**June 24, 2018**

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value,  
L.P. I 13-3953291  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

SOLE VOTING POWER

**NUMBER OF** 7  
**SHARES** 574,594 (See Item 5)  
SHARED VOTING POWER  
**BENEFICIALLY** 8  
**OWNED BY** 0 (See Item 5)  
**EACH** SOLE DISPOSITIVE POWER  
**REPORTING** 9  
**PERSON** 574,594 (See Item 5)  
SHARED DISPOSITIVE POWER  
**WITH** 10

0 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
**11**

574,594 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*  
**12**

..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
**13**

3.50%  
TYPE OF REPORTING PERSON\*  
**14**

PN

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value,  
L.P. 13-3688497  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 350,990 (See Item 5)  
SHARED VOTING POWER  
**8**  
0 (See Item 5)  
SOLE DISPOSITIVE POWER  
**9**  
350,990 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

0 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
**11**

350,990 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*  
**12**

..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
**13**

2.14%  
TYPE OF REPORTING PERSON\*  
**14**

PN

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Small Cap Value Offshore  
Fund, Ltd. (No IRS Identification No.)  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 238,456 (See Item 5)  
SHARED VOTING POWER  
**8**  
0 (See Item 5)  
SOLE DISPOSITIVE POWER  
**9**  
238,456 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

0 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
**11**

238,456 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*  
**12**

..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
**13**

1.45%  
TYPE OF REPORTING PERSON\*  
**14**

CO



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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Capital, Inc. Profit Sharing &  
Money Purchase Plan  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 50,500 (See Item 5)  
 SHARED VOTING POWER  
**8**  
 0 (See Item 5)  
 SOLE DISPOSITIVE POWER  
**9**  
 50,500 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

**11** 0 (See Item 5)  
 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

**12** 50,500 (See Item 5)  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

**13** ..  
 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)

**14** 0.31%  
 TYPE OF REPORTING PERSON\*

EP

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Capital Management, LLC  
13-4018186  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

New York

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 925,584 (See Item 5)  
 SHARED VOTING POWER  
**8**  
 0 (See Item 5)  
 SOLE DISPOSITIVE POWER  
**9**  
 925,584 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

**11** 0 (See Item 5)  
 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

**12** 925,584 (See Item 5)  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

**13** ..  
 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)

**14** 5.63%  
 TYPE OF REPORTING PERSON\*

OO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Capital, Inc. 13-3688495  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 238,456 (See Item 5)  
 SHARED VOTING POWER  
**8**  
 0 (See Item 5)  
 SOLE DISPOSITIVE POWER  
**9**  
 238,456 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

**11** 0 (See Item 5)  
 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

**12** 238,456 (See Item 5)  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

**13** ..  
 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)

**14** 1.45%  
 TYPE OF REPORTING PERSON\*

CO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Nelson Obus  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 50,500 (See Item 5)  
SHARED VOTING POWER  
8  
1,164,040 (See Item 5)  
SOLE DISPOSITIVE POWER  
9  
50,500 (See Item 5)  
10 SHARED DISPOSITIVE POWER

11 1,164,040 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 1,214,540 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 ..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

14 7.39%  
TYPE OF REPORTING PERSON\*

IN



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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Joshua Landes  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 0 (See Item 5)  
SHARED VOTING POWER  
8  
1,164,040 (See Item 5)  
SOLE DISPOSITIVE POWER  
9  
0 (See Item 5)  
10 SHARED DISPOSITIVE POWER

11 1,164,040 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 1,164,040 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 ..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

14 7.09%  
TYPE OF REPORTING PERSON\*

IN

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#### **Item 1. Security and Issuer.**

This Amendment No. 3 amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the “Commission”) on May 3, 2017 and as further amended by Amendment No. 1 filed on June 23, 2017 and Amendment No. 2 filed on May 29, 2018 collectively (the “Schedule 13D”) with respect to the shares of common stock, \$0.001 par value per share (the “Common Stock”) of Xerium Technologies, Inc., a Delaware corporation (the “Issuer”). The Issuer maintains its principal executive office at 14101 Capital Boulevard, Youngsville, North Carolina 27596. Unless specifically amended hereby the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used but not defined herein shall have the meaning set forth in the Schedule 13D.

#### **Item 4. Purpose of the Transaction**

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

On June 24, 2018, the Issuer entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Andritz AG, a joint stock corporation organized under the laws of Austria with its seat at Graz, Austria (the “Parent”) and XYZ Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent (the “Merger Subsidiary”).

Also on June 24, 2018, concurrently with the execution of the Merger Agreement, the Parent and the Merger Subsidiary entered into Voting Agreements (the “Voting Agreement”) with certain beneficial owners of the Issuer’s Common Stock comprising approximately 20% of the outstanding shares of Issuer’s Common Stock, including each of Wynnefield Partners, Wynnefield Partners I, Wynnefield Offshore, WCM and WCI. Capitalized terms used and not otherwise defined herein shall have the meaning ascribed to such terms in the Voting Agreement.

The Voting Agreement, among other things, requires the Wynnefield Reporting Persons that are a party thereto, to (i) vote the Covered Shares in favor of the Merger at the Stockholders’ Meeting; and (ii) not Transfer the Covered Shares during the term of the Voting Agreement. The Voting Agreement will terminate upon certain circumstances, including upon termination of the Merger Agreement, the occurrence of an Adverse Recommendation Change or the conclusion of the Stockholders’ Meeting.

A copy of the Voting Agreement is attached to this Schedule 13D as Exhibit 99.3 and is incorporated herein by reference as if fully set forth herein. The foregoing summary description of the Voting Agreement is not intended to be complete and is qualified in its entirety by the complete text of the Voting Agreement.

Other than as set forth in this Item 4, the Wynnefield Reporting Persons do not have any current plans, proposals or negotiations that relate to or would result in any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Wynnefield Reporting Persons intend to review their investment in the Issuer on a continuing basis, and to the extent permitted by law and the Voting Agreement, may seek to engage in discussions with other stockholders and/or with management and the Board of the Issuer concerning the business, operations or future plans of the Issuer. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the shares of Common Stock, conditions in the securities markets and general economic and industry conditions, the Wynnefield Reporting Persons may, in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock, selling shares of Common Stock, engaging in short selling of or any hedging or similar transaction with respect to the Common Stock, taking any other action with respect to the Issuer or any of its securities in any manner permitted by law and the Voting Agreement or changing its intention with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4.

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**Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended by the addition of the following:

See Item 4 above.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended by the addition of the following:

Exhibit 99.3 Form of Voting Agreement

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**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: June 27, 2018

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,  
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,  
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,

its Investment Manager

By: /s/ Nelson Obus

Nelson Obus, President

WYNNEFIELD CAPITAL INC. PROFIT SHARING &

MONEY PURCHASE PLAN

By: /s/ Nelson Obus

Nelson Obus, Co-Trustee

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

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/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua Landes

Joshua Landes, Individually