

GINGO JOSEPH M

Form 4

August 22, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
GINGO JOSEPH M

(Last) (First) (Middle)

3637 RIDGEWOOD ROAD

(Street)

FAIRLAWN, OH 44333

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SCHULMAN A INC [SHLM]

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2018

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)

President & CEO

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)
Common Stock	08/21/2018		D	Amount 296,783 (1)	(A) or (D) D Price \$ 42 (2)	0	D
Common Stock	08/21/2018		D	10,000	D \$ 42 (3)	0	I By Joseph M. Gingo Trust
Common Stock	08/21/2018		D	17,500	D \$ 42 (4)	0	I By Linda L. Gingo Trust

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

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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option Right to Buy	\$ 32.55	08/21/2018		D			43,750 <u>(5)</u>	01/11/2020	01/11/2027	Common Stock	43,750
Option Right to Buy	\$ 38.9	08/21/2018		D			34,680 <u>(5)</u>	01/10/2021	01/10/2028	Common Stock	34,680

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GINGO JOSEPH M 3637 RIDGEWOOD ROAD FAIRLAWN, OH 44333	X		President & CEO	

Signatures

/s/ Aaron S. Berke, attorney in fact for Joseph M. Gingo

08/22/2018

____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) Includes 688 shares acquired by the reporting person in accordance with the provisions of the A. Schulman, Inc. Employee Stock Purchase Plan.
- (2) Disposed of pursuant to the merger agreement (the "Merger Agreement") between the issuer, LyondellBasell Industries N.V and LYB Americas Holdco Inc. In addition to the cash consideration, each shareholder will also receive one contingent value right ("CVR") per share or, with respect to equity awards, per share underlying each such equity award. Each CVR will represent the right to receive contingent cash payments from certain net proceeds, if any are recovered, relating to claims arising from the issuer's acquisition of its Citadel subsidiary or the acquisition by Citadel's subsidiary, the Matrixx Group, Incorporated of its Lucent subsidiary, including from certain ongoing litigation against the former owners of the issuer's Citadel subsidiary and the former owners of A. Schulman's Lucent

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subsidiary and the related government investigations. Reporting person will receive 296,783 CVRs.

- (3) In addition to the cash consideration, the Joseph M. Gingo Trust also received 10,000 CVRs.
- (4) In addition to the cash consideration, the Linda L. Gingo Trust also received 17,500 CVRs.
- (5) Pursuant to the Merger Agreement, all outstanding options were settled for merger consideration equal to \$42.00 less the exercise price of the option and one CVR for each share of common stock underlying the option.
- (6) In addition to the cash consideration, the reporting person also received 43,750 CVRs.
- (7) In addition to the cash consideration, the reporting person also received 34,680 CVRs.

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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