

SMITH EDWARD J
Form 4
February 21, 2018

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 *
SMITH EDWARD J

(Last) (First) (Middle)

C/O SMTC CORPORATION, 7050
WOODBINE AVENUE

(Street)

MARKHAM, A6 L3R4G8

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SMTC CORP [SMTX]

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2018

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)
				(A) or (D) Price			
Common Stock	02/20/2018	02/20/2018	M ⁽¹⁾	68,000 A 2	163,700	D	

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)

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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
Restricted Stock Units	(2)	02/20/2018		M	68,000	(3)	(3)	Common Stock	68,000
Employee Stock Option (Right to buy)	\$ 1.23					(4)	05/15/2027	Common Stock	671,858
Restricted Stock Units	(2)					(3)	(3)	Common Stock	68,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH EDWARD J C/O SMTC CORPORATION 7050 WOODBINE AVENUE MARKHAM, A6 L3R4G8	X		President & CEO	

Signatures

/s/ Edward J. Smith
Date: 02/21/2018

**Signature of Reporting Person

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) This transaction represents the settlement of a restricted stock unit award granted on February 17, 2017 into shares of SMTC Corporation's common stock on its scheduled vesting date, and does not represent an open market purchase transaction.
- (2) Each restricted stock unit converts into shares of SMTC Corporation's common stock on a one-for-one basis.
- (3) The restricted stock units vest upon the earlier to occur of: (i) the first anniversary of the grant date for the restricted stock units, which would be February 17, 2018, provided that Mr. Smith still providing services as President and Chief Executive of SMTC Corporation on such vesting date or (ii) a Covered Transaction (as defined in the SMTC 2010 Incentive Plan, as amended).
- (4)

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The stock options become exercisable, if at all, in five one-fifth (20%) of the covered shares upon the average closing share price of SMTC Corporation's common stock on the NASDAQ Stock Market is above each of \$2.00, \$3.00, \$4.00, \$5.00 and \$6.00 per share for a 90 day period, subject to continued employment by the holder with SMTC Corporation during such period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.