

MALONE DOUGLAS J  
Form 4  
May 30, 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 \*  
MALONE DOUGLAS J

(Last) (First) (Middle)

C/O HARDINGE INC., ONE  
HARDINGE DRIVE

(Street)

ELMIRA, NY 14903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HARDINGE INC [HDNG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/25/2018

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)  
Chief Financial Officer

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	05/25/2018		A		6,350	A	18,771
Common Stock	05/25/2018		D		18,771	D	0

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

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(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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.1	05/25/2018		D	15,000	<sup>(3)</sup> 07/30/2027	Common Stock	15,000
Stock Option (Right to Buy)	\$ 12.1	05/25/2018		D	15,000	<sup>(4)</sup> 07/30/2027	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MALONE DOUGLAS J C/O HARDINGE INC. ONE HARDINGE DRIVE ELMIRA, NY 14903			Chief Financial Officer	

## Signatures

John R. Alexander, as Attorney-in-Fact, pursuant to a Power of Attorney dated May 5, 2011

05/30/2018

\_\_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) Shares reported as acquired are performance shares which were to vest upon the completion of certain milestones associated with the economic performance of the issuer. On May 25, 2018, the reporting person became the beneficial owner of the shares upon their vesting pursuant to a certain Agreement and Plan of Merger, dated as of February 12, 2018, by and among Hardinge Holdings, LLC, Hardinge Merger Sub, Inc., and Hardinge Inc. (hereinafter referred to as the "Merger Agreement").

(2) Shares disposed of for cash consideration pursuant to the Merger Agreement.

(3) On July 31, 2017, the reporting person was granted an option to purchase 15,000 shares of Hardinge Inc. common stock, which option was to vest in two (2) equal annual installments beginning July 31, 2019. On May 25, 2018, the option was cancelled pursuant to the Merger Agreement, whereupon the reporting person received a cash payment of \$96,000, representing the difference between the market value of the underlying Hardinge Inc. common stock as of said date (\$18.50 per share) and the exercise price of the option.

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- On July 31, 2017, the reporting person was granted an option to purchase 15,000 shares of Hardinge Inc. common stock, which option was to vest upon completion of certain milestones associated with the economic performance of the issuer over a three year period
- (4) beginning on the grant date. On May 25, 2018, the option was cancelled pursuant to the Merger Agreement, whereupon the reporting person received a cash payment of \$96,000, representing the difference between the market value of the underlying Hardinge Inc. common stock as of said date (\$18.50 per share) and the exercise price of the option.

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.