

BIO-TECHNE Corp
 Form 4
 August 22, 2016

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 *
 Gould Kevin S

(Last) (First) (Middle)
 2948 WAUNETA STREET
 (Street)

NEWBURY PARK, CA 91320
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BIO-TECHNE Corp [TECH]

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/18/2016

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)

SVP Clinical Controls

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 | | | | | 2,191 ⁽¹⁾ | 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 |
| Stock Options (Right to Buy) | \$ 97.23 | | | | | <u>(1)</u> | 07/09/2022 | Common Stock | 50,000 |
| Stock Options (Right to Buy) | \$ 97.23 | | | | | <u>(2)</u> | 07/09/2022 | Common Stock | 15,000 |
| Stock Options (Right to Buy) | \$ 88.23 | | | | | <u>(3)</u> | 01/04/2023 | Common Stock | 10,000 |
| Stock Options (Right to Buy) | \$ 106.59 | 08/18/2016 | | A | 17,371 | <u>(4)</u> | 08/18/2023 | Common Stock | 17,371 |
| Stock Options (Right to Buy) | \$ 106.59 | 08/18/2016 | | A | 13,028 | <u>(5)</u> | 08/18/2023 | Common Stock | 13,028 |
| Restricted Stock Units | <u>(6)</u> | 08/18/2016 | | A | 2,111 | <u>(5)</u> | <u>(5)</u> | Common Stock | 2,111 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gould Kevin S 2948 WAUNETTA STREET NEWBURY PARK, CA 91320 | | | SVP Clinical Controls | |

Signatures

/s/ Elizabeth M. Dunshee as Attorney-in-Fact for Kevin Gould pursuant to Power of Attorney filed herewith.

08/22/2016

__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 833 shares of restricted stock units that vest on 7/9/17 and 834 shares of restricted stock units that vest on 7/9/18.
- (2) 50,000 common stock options vest if certain performance goals are achieved for the 12 months ending 05/31/2018.
- (3) Vests as to 2,500 shares on each of 01/04/2017, 01/04/2018, 01/04/2019 and 01/04/2020.
- (4) Vests 4,343 shares on each of 8/18/17, 8/18/18 and 8/18/19, and 4,342 shares on 8/18/20.
- (5) Vests in full or in part on 8/18/19 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).
- (6) Each restricted stock unit represents a contingent right to receive one share of Bio-Techne common stock.

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.