SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| | | ss of Reporting Perso | | 2. Issuer Name and Ticker or Trading Symbol MERIT MEDICAL SYSTEMS INC [MMSI | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|-----------------------------|-----------------------|----------|---|---|-------------------------------------|-----------------------|--|--|--|
| | LAMPROPU | OULOS FRED | <u>P</u> | | X | Director | 10% Owner | | | |
| | (Last) | (First) | (Middle) | | x | Officer (give title below) | Other (specify below) | | | |
| | | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/15/2019 | | President & CEO | | | | |
| | (Street) SOUTH JORDAN | | 0.000 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | idual or Joint/Group Filing (C | Check Applicable | | | |
| | | UT | 84095 | | X | Form filed by One Report | ing Person | | | |
| | | | | | | Form filed by More than C Person | One Reporting | | | |
| | (City) | (State) | (Zip) | | | | | | | |

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 Disposed Of | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
|---------------------------------|--|---|---|--|------------------------------|---|-------------|---|---|---|--|--|
| | | | Code V | | Amount (A) or (D) | | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| Common Stock, No Par Value | | | | | | | | 94,809 | I | By 401(k) Plan ⁽¹⁾ | | |
| Common Stock, No Par Value | | | | | | | | 13,086 | I | By spouse. | | |
| Common Stock, No Par Value | | | | | | | | 90 | I | By spouse as custodian for child. | | |
| Common Stock, No Par Value | 08/15/2019 | | S | | 40,000 | D | \$36.862(2) | 1,079,991 | D | | | |

 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. Transa Code (8) | | | | 6. Date Exercia Expiration Dat (Month/Day/Ye | te | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | rivative derivative curity Securities | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|---|------------------------------|---|-----|-----|--|--------------------|---|-------------------------------------|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non- qualified stock options (right to buy) | \$12.06 | | | | | | | 10/04/2015 ⁽³⁾ | 10/04/2021 | Common Stock | 50,000 | | 50,000 | D | |
| Non- qualified stock options (right to buy) | \$17.27 | | | | | | | 02/13/2016 ⁽⁴⁾ | 02/13/2022 | Common Stock | 50,000 | | 50,000 | D | |
| Non- qualified stock options (right to buy) | \$17.27 | | | | | | | 02/13/2016 ⁽⁴⁾ | 02/13/2022 | Common Stock | 5,000 | | 5,000 | I | Please refer to footnote number four. ⁽⁵⁾ |
| Non- qualified stock options (right to buy) | \$16.05 | | | | | | | 01/28/2017 ⁽⁶⁾ | 01/28/2023 | Common Stock | 50,000 | | 50,000 | D | |
| Non- qualified stock options (right to buy) | \$16.05 | | | | | | | 01/28/2017 ⁽⁶⁾ | 01/28/2023 | Common Stock | 7,500 | | 7,500 | Ι | Please refer to footnote number four. ⁽⁵⁾ |

| | 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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non- qualified stock options (right to buy) | \$28.2 | | | | | | | 04/14/2018 ⁽⁷⁾ | 04/14/2029 | Common Stock | 200,000 | | 200,000 | D | |
| Non- qualified stock options (right to buy) | \$28.2 | | | | | | | 04/14/2018 ⁽⁷⁾ | 04/14/2029 | Common Stock | 10,000 | | 10,000 | I | Please refer to footnote number four. ⁽⁵⁾ |
| Non- qualified stock options (right to buy) | \$44.8 | | | | | | | 03/02/2019 ⁽⁸⁾ | 03/02/2025 | Common Stock | 38,002 | | 38,002 | D | |
| Non- qualified stock options (right to buy) | \$44.8 | | | | | | | 03/02/2019 ⁽⁸⁾ | 03/02/2025 | Common Stock | 10,000 | | 10,000 | I | Please refer to footnote number four. |
| Non- qualified stock options (right to buy) | \$55.73 | | | | | | | 03/01/2020 ⁽⁹⁾ | 03/01/2026 | Common Stock | 159,151 | | 159,151 | D | |
| Non- qualified stock options (right to buy) | \$55.73 | | | | | | | 03/01/2020 ⁽⁹⁾ | 03/01/2026 | Common Stock | 10,000 | | 10,000 | I | Please refer to footnote number four. |

Explanation of Responses:

1. Represents plan holdings as of 08/14/2019.

2. The price reported in Column 4 of Table 1 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.67 to \$37.11, inclusive. The Reporting Person undertakes to provide to Merit Medical Systems, Inc., any security holder of Merit Medical Systems, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

3. Becomes exercisable in equal annual installments of 20% commencing 10/04/2015.

4. Becomes exercisable in equal annual installments of 20% commencing 02/13/2016.

5. Represents derivative securities held by the spouse of the reporting person. The reporting person expressly disclaims beneficial ownership of the securities owned by his spouse.

6. Becomes exercisable in equal annual installments of 20% commencing 01/28/2017.

7. Becomes exercisable in equal annual installments of 20% commencing 04/14/2018.

8. Becomes exercisable in equal annual installments of 20% commencing 03/02/2019.

Becomes exercisable in equal annual installments of 20% commencing 03/01/2020.
 Becomes exercisable in equal annual installments of 20% commencing 03/01/2020.

9. Becomes exercisable in equal annual instantients of 20% commencing 05/01/2020

Remarks:

Brian G. Lloyd, Attorney-in-

Fact

<u>-1n-</u> 08/16/2019

** Signature of Reporting Person

Date

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

* 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).

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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