

MINOGUE MICHAEL R

Form 4

June 19, 2018

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MINOGUE MICHAEL R

(Last) (First) (Middle)

C/O ABIOMED, INC., 22  
CHERRY HILL DRIVE

(Street)

DANVERS, MA 01923

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
ABIOMED INC [ABMD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/15/2018

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)

Chairman, 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock \$.01<br>par value    | 06/15/2018                              |                                                             | A <sup>(5)</sup>                     | 189,174<br><sup>(5)</sup>                                               | A \$ 0 385,956                                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock \$.01<br>par value    | 06/15/2018                              |                                                             | A <sup>(6)</sup>                     | 41,526<br><sup>(6)</sup>                                                | A \$ 0 427,482                                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock \$.01<br>par value    | 06/15/2018                              |                                                             | F <sup>(7)</sup>                     | 42,092<br><sup>(7)</sup>                                                | D \$ 440.65 385,390                                                                                                | D                                                                       |                                                                   |
| Common<br>Stock \$.01                 | 06/15/2018                              |                                                             | F <sup>(7)</sup>                     | 9,240 <sup>(7)</sup>                                                    | D \$ 440.65 376,150                                                                                                | D                                                                       |                                                                   |

par value

Common  
Stock \$.01  
par value

46,654

I

By Trust -  
ACommon  
Stock \$.01  
par value

73,745

I

By Trust -  
BCommon  
Stock \$.01  
par value

9,000

I

By Trust -  
CCommon  
Stock \$.01  
par value

655

I

By Trust -  
DCommon  
Stock \$.01  
par value

38,560

I

By Trust -  
E

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. De<br>Se<br>(In |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|--------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date Exercisable                                               | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                    |
| Stock<br>Option<br>(right to<br>buy) <sup>(2)</sup> | \$ 10.03                                                           |                                         |                                                             |                                      |                                                                                                                    | 06/03/2011 <sup>(1)</sup>                                      | 06/03/2020         | Common<br>Stock                                                     | 0                                   |                    |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(2)</sup> | \$ 22.44                                                           |                                         |                                                             |                                      |                                                                                                                    | 05/22/2013 <sup>(1)</sup>                                      | 05/22/2022         | Common<br>Stock                                                     | 0                                   |                    |

|                                                     |           |                           |            |                 |        |
|-----------------------------------------------------|-----------|---------------------------|------------|-----------------|--------|
| Stock<br>Option<br>(Right to<br>Buy) <sup>(2)</sup> | \$ 23.15  | 05/14/2014 <sup>(1)</sup> | 05/14/2024 | Common<br>stock | 0      |
| Stock<br>Option<br>(right to<br>buy) <sup>(2)</sup> | \$ 21.55  | 05/14/2015 <sup>(3)</sup> | 05/14/2024 | Common<br>Stock | 0      |
| Stock<br>Option<br>(right to<br>buy) <sup>(2)</sup> | \$ 66.25  | 05/13/2016 <sup>(3)</sup> | 05/13/2025 | Common<br>Stock | 0      |
| Stock<br>Option<br>(right to<br>buy) <sup>(4)</sup> | \$ 99.62  | 05/24/2017 <sup>(3)</sup> | 05/24/2026 | Common<br>Stock | 0      |
| Stock<br>Option<br>(right to<br>buy) <sup>(4)</sup> | \$ 134.51 | 05/15/2018 <sup>(3)</sup> | 05/15/2027 | Common<br>Stock | 0      |
| Stock<br>Option<br>(right to<br>buy) <sup>(4)</sup> | \$ 381.97 | 05/16/2019 <sup>(3)</sup> | 05/16/2028 | Common<br>Stock | 30,000 |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |                          |       |
|--------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                      | Director      | 10% Owner | Officer                  | Other |
| MINOGUE MICHAEL R<br>C/O ABIOMED, INC.,<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 | X             |           | Chairman, President, CEO |       |

## Signatures

/s/ Stephen C. McEvoy (by power of attorney) 06/19/2018

\_\_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) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (2) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

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- (3) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (4) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2015 Omnibus Incentive Plan.
- (5) Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on June 15, 2015. One half of these restricted stock units vested on June 15, 2018 (into an equal number of shares of common stock) based on the issuer's achievement of a certain performance milestone with the remaining vesting on June 15, 2019 as long as the reporting person continues to be employed by the issuer on the vesting dates.
- (6) Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on November 14, 2016. One half of these restricted stock units vested on June 15, 2018 (into an equal number of shares of common stock) based on the issuer's achievement of a certain performance milestone with the remaining vesting on June 15, 2019 as long as the reporting person continues to be employed by the issuer on the vesting dates.
- (7) Transaction represents shares of common stock withheld solely for the payment of withholding tax liability associated with the vesting of awards of restricted stock units in accordance with the time periods set forth in such awards.

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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