

Moser Emerson C
Form 4
June 06, 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 *
Moser Emerson C

2. Issuer Name and Ticker or Trading Symbol
GENERAL CABLE CORP /DE/ [BGC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
4 TESSENEER DRIVE
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel & Sec.

HIGHLAND HEIGHTS, KY 41076

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 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 or Price		
Common Stock	06/06/2018		D		71,534 (1)	D	
Common Stock	06/06/2018		D		2,157.3 (2)	I	By 401(k) Plan

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

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(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit	\$ 0	06/06/2018		D	34,504	<u>(3)</u>	<u>(3)</u>	Common Stock	34,504
Performance Stock Unit	\$ 0	06/06/2018		D	16,243	<u>(4)</u>	<u>(4)</u>	Common Stock	16,243
Employee Stock Option (right to buy)	\$ 16.8	06/06/2018		D	13,274	<u>(5)</u>	02/10/2027	Common Stock	13,274
Phantom Stock	<u>(6)</u>	06/06/2018		D	3,646	<u>(6)</u>	<u>(6)</u>	Common Stock	3,646

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Moser Emerson C 4 TESSENEER DRIVE HIGHLAND HEIGHTS, KY 41076	SVP, General Counsel & Sec.

Signatures

/s/ Mary E. Talbott, as Attorney-in-Fact for Emerson C. Moser 06/06/2018

**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) Pursuant to the merger agreement by and among Prysmian S.p.A., Alisea Corp., and General Cable, dated as of December 3, 2017, ("Merger Agreement"): (i) 47,865 shares of common stock were cancelled and converted into the right to receive \$30.00 per share in cash without interest, and (ii) 23,669 restricted stock units ("RSUs") were each cancelled and converted into an award (a "Converted RSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such RSU multiplied by \$30.00. Each Converted RSU is subject to the same terms and conditions that were applicable to such RSU immediately prior to the effective time, provided that the Converted RSU will vest on the earlier of (A) the originally scheduled vesting date and (B) the date that is six months after the completion of the merger, subject to continued service through such time (or upon such officer's earlier qualifying termination of employment).

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- (2) Pursuant to the Merger Agreement, each share of common stock was converted into the right to receive \$30.00 in cash without interest.

This performance stock unit ("PSU") was granted on February 11, 2016 with a three-year performance period commencing as of January 1, 2016. Pursuant to the Merger Agreement, each outstanding PSU granted in 2016 was cancelled and converted into an award (a "2016

- (3) Converted PSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such PSU (based on actual performance) multiplied by \$30.00. Each 2016 Converted PSU is subject to the same terms and conditions that were applicable to such PSU immediately prior to the effective time of the merger, provided that the performance-vesting conditions no longer apply.

This PSU was granted on February 22, 2017 with a three-year performance period commencing as of January 1, 2017. Pursuant to the Merger Agreement, each outstanding PSU granted in 2017 was cancelled and converted into an award (a "2017 Converted PSU")

- (4) representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such PSU (based on target performance) multiplied by \$30.00. Each 2017 Converted PSU is subject to the same terms and conditions that were applicable to such PSU immediately prior to the effective time of the merger, provided that the performance-vesting conditions no longer apply.

This option, which was granted on February 10, 2017, provided for vesting in three equal annual installments beginning on February 18,

- (5) 2018. Pursuant to the Merger Agreement, each outstanding stock option was cancelled and converted into the right to receive (without interest) an amount in cash equal to the excess of \$30.00 over the exercise price per share of common stock subject to such stock option.

- (6) Each share of phantom stock was the equivalent of one share of common stock. Pursuant to the Merger Agreement, each share of phantom stock was cancelled and converted into the right to receive \$30.00 in cash without interest.

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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