### Edgar Filing: SL INDUSTRIES INC - Form 4

SL INDUST Form 4	RIES INC											
June 01, 201	6											
FORM						OMB APPROVAL						
V				CURITIES AND EXCHANGE COM Washington, D.C. 20549					N OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 c Form 5	ger <b>STATEN</b> 16. pr	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January 3 200 Estimated average burden hours per response 0.		
obligatio may cont See Instr 1(b).	ns Section 17(	a) of the H	Public U		ding Com	ipany	Act c	ge Act of 1934, of 1935 or Secti 40				
(Print or Type l	Responses)											
GRAY AVRUM Symbol				er Name <b>and</b> Ticker or Trading DUSTRIES INC [SLI]				5. Relationship of Reporting Person(s) to Issuer				
				f Earliest Ti	_	1		(Check all applicable)				
C/O SL INDUSTRIES, INC., 520 FELLOWSHIP ROAD, SUITE A114				/Day/Year) 2016				X_ Director 10% Owner Officer (give title Other (specify below) below)				
MT. LAUR	(Street) EL, NJ 08054			endment, Da nth/Day/Year	-			6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		Person		
(City)	(State)	(Zip)	Tabl	le I - Non-E	Derivative S	Securi	ities Ac	quired, Disposed	of, or Benefic	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed		Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or					6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
Common Stock	05/31/2016			U	Amount 23,378	(D) D	Price \$ 40 (1)	6,000	D			
Common Stock	06/01/2016			D	6,000 (2)	D	\$ 40	0	D			
Common Stock	05/31/2016			U	13,400	D	\$ 40 (1)	0	I <u>(3)</u> <u>(4)</u>	By 1993 GF Limited Partnership		
Common Stock	05/31/2016			U	5,800	D	\$ 40 (1)	0	I (4) (5)	By AVG Limited Partnership		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of		

Code V (A) (D)

# **Reporting Owners**

Reporting Owner Name	Relationships						
Reporting O when I take	Reporting Owner Mane / Marcos			Officer	Other		
GRAY AVRUM C/O SL INDUSTRIES, IN 520 FELLOWSHIP ROAD MT. LAUREL, NJ 08054	Х						
Signatures							
/s/ Avrum Gray	06/01/2016						
**Signature of	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).

Price reflects aggregate per share consideration paid pursuant to the tender offer contemplated under the Agreement and Plan of Merger
 (1) dated April 6, 2016, by and among Handy & Harman Ltd., Handy & Harman Group Ltd., SLI Acquisition Co., and SL Industries, Inc. (the "Company").

(2) Reflects 6,000 shares granted to the Reporting Person pursuant to Restricted Shares Agreements under the Company's 2008 Incentive Stock Plan, of which 3,000 vested in accordance with their terms on May 28, 2016 (the "Vested Shares"). Pursuant to the Merger Agreement, the unvested shares of restricted stock were vested and cancelled in exchange for a cash payment of \$120,000, which is the product of (i) the aggregate number of shares of restricted stock (3,000 shares) and (ii) \$40.00 per share, with such payment subject to any required withholding of taxes. The Vested Shares were cancelled in exchange for a payment of \$120,000, which is the product of (i) the aggregate number of shares of restricted stock (3,000 shares) and (ii) \$40.00 per share, with such payment subject to any required withholding of taxes. The Vested Shares were cancelled in exchange for a payment of \$120,000, which is the product of (i) the aggregate number of shares of restricted stock (3,000 shares) and (ii) \$40.00 per share, with such payment subject to any required

Reporting Person

Shares

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withholding of taxes.

- (3) Held by 1993 GF Limited Partnership, in which the general partner is a corporation owned solely by the Reporting Person.
- (4) The Reporting Person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (5) Held by AVG Limited Partnership, in which the Reporting Person is a general partner.

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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