

Kelley Drew M.
Form 4
August 07, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kelley Drew M.

2. Issuer Name and Ticker or Trading Symbol
ARC Group Worldwide, Inc.
[ARCW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

C/O ARC GROUP WORLDWIDE, INC., 810 FLIGHTLINE BLVD

08/03/2018

Former Officer

(Street)

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

DELAND, FL 32724

(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 | (A) or (D) | Price |
| Common Stock | 08/03/2018 | 08/07/2018 | M | | 15,616 | A | \$ 1.51 |
| | | | | | 49,890 | | |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 1.51 | 05/10/2018 | | E | 41,800 | <u>(1)</u> 05/15/2023 ⁽³⁾ | Common Stock | 41,800 |
| Stock Option (Right to Buy) | \$ 4.4 | 05/10/2018 | | E | 74,575 | <u>(2)</u> 02/10/2027 ⁽³⁾ | Common Stock | 74,575 |
| Stock Option (Right to Buy) | \$ 1.51 | 08/03/2018 | | X | 22,700 | 05/10/2018 01/15/2023 | Common Stock | 22,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| Kelley Drew M. C/O ARC GROUP WORLDWIDE, INC. 810 FLIGHTLINE BLVD DELAND, FL 32724 | | | | Former Officer |

Signatures

/s/ Drew M. Kelley 08/07/2018

**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) Upon departure from the Company on May 10, 2018, 41,800 unvested shares were forfeited of a grant of 104,500 shares granted on January 15, 2016, which vested 20% upon grant and 20% on each anniversary thereof. All unvested shares were forfeited upon departure.
- (2) Upon departure from the Company on May 10, 2018, 74,575 shares granted on February 10, 2017, vesting on the date in which the closing price of the Company's common stock on five or more consecutive trading days is equal to or greater than two times the exercise price, as long as such date is on or prior to December 31, 2018. As the price vesting was not met upon departure, the shares were forfeited.

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(3) Expiration date was per original grant. Upon departure, expiration date for all unvested shares was accelerated to date of departure.

As of the date of this report and after giving effect to all transactions disclosed herein, the reporting person holds options exercisable for

(4) the purchase of 67,210 shares of the issuer's common stock at various exercise prices. All such remaining options if not exercised prior to August 10, 2018 will terminate.

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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