

Keim Michael S
 Form 4
 March 19, 2019

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 *
 Keim Michael S

2. Issuer Name and Ticker or Trading Symbol
 UNIVEST FINANCIAL Corp
 [UVSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4493 CUMORAH AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/15/2019

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

CENTER VALLEY, PA 18034
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common | | | | (A) or (D) Price | 31,917.1377 <u>(1)</u> <u>(2)</u> | D | |

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.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units | (3) | 03/15/2019 | | A | 2,394 | 03/15/2020 ⁽⁴⁾ 03/15/2022 ⁽⁴⁾ | Common |
| Performance Restricted Stock Units | (3) | 03/15/2019 | | A | 5,585 | 03/15/2022 ⁽⁵⁾ 03/15/2022 ⁽⁵⁾ | Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Keim Michael S 4493 CUMORAH AVENUE CENTER VALLEY, PA 18034 | | | Senior EVP | |

Signatures

Megan D. Santana
03/19/2019
 **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) INCLUDES 7,562 PERFORMANCE-BASED RESTRICTED SHARES SUBJECT TO VESTING ON THE THIRD ANNIVERSARY OF THE DATE OF THE GRANT AT WHICH POINT THE ACTUAL NUMBER OF SHARES TO BE AWARDED WILL BE DETERMINED BASED ON THE PERFORMANCE OF THE COMPANY DURING THE THREE YEAR PERIOD. THE RECIPIENT MAY RECEIVE UP TO 150% OF THE REPORTED RESTRICTED SHARES.
 - (2) INCLUDES 7,738.1377 SHARES ACQUIRED THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
 - (3) EACH RESTRICTED STOCK UNIT REPRESENTS A CONTINGENT RIGHT TO RECEIVE ONE SHARE OF COMMON STOCK UPON VESTING OF THE UNIT.
 - (4) RESTRICTED STOCK UNITS VEST AT 33.33% PER YEAR FOR THREE YEARS COMMENCING WITH THE EXERCISABLE DATE INDICATED ASSUMING CONTINUED EMPLOYMENT THROUGH THE VESTING DATE.
 - (5) THE PERFORMANCE-BASED RESTRICTED STOCK UNITS VEST ON THE THIRD ANNIVERSARY OF THE DATE OF THE GRANT AT WHICH POINT THE ACTUAL NUMBER OF SHARES TO BE AWARDED WILL BE DETERMINED BASED ON THE PERFORMANCE OF THE COMPANY DURING THE THREE YEAR PERIOD. THE RECIPIENT MAY RECEIVE UP TO

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150% OF THE REPORTED RESTRICTED STOCK UNITS.

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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