GSE SYSTEMS INC Form 4 July 01, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sorrells Christopher D.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

GSE SYSTEMS INC [GVP]

(Check all applicable)

(First) (Middle) (Last)

(Street)

(State)

(Month/Day/Year)

(Zip)

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

_X__ Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

C/O GSE SYSTEMS, INC, 1332

below) Chief Operating Officer

LONDONTOWN BLVD.

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

Applicable Line)

X Form filed by One Reporting Person

07/01/2016

Form filed by More than One Reporting

Person

SYKESVILLE, MD 21784

(City)

Security

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial (I) Owned Following

(Instr. 4)

Ownership (Instr. 4)

Indirect

7. Nature of

(A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 3. Transaction Date 3A. Deemed 5. Number of

6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Securities **Expiration Date** Security or Exercise Code Acquired (A) or (Month/Day/Year) any

7. Title and

Underlying S

(Instr. 3 and

Edgar Filing: GSE SYSTEMS INC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Rights	(1)	07/01/2016		<u>J(1)</u>		125,000	<u>(1)</u>	<u>(1)</u>	Common Stock
Performance Rights	(1)	07/01/2016		A	125,000		<u>(1)</u>	08/24/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 wher runne / runne 65	Director	10% Owner	Officer	Other		
Sorrells Christopher D. C/O GSE SYSTEMS, INC 1332 LONDONTOWN BLVD. SYKESVILLE, MD 21784	X		Chief Operating Officer			

Signatures

/s/ Christopher Sorrells

rells 07/01/2016

**Signature of Date
Reporting Person

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).

The two reported transactions involve an amendment of the terms of performance-restricted stock units ("RSUs") to reduce the time period during which the Volume Weighted Average Price ("VWAP") target must be attained for the RSUs to vest from a 90 to a 30 consecutive trading day period ("30-Day Period") and resulting in the deemed cancellation of the "old" RSUs and the grant of replacement RSUs. The RSUs were originally granted on 8/25/2015, in connection with the reporting person's service as the Interim Chief Operating Officer of the Issuer and vest as follows: 125,000 RSUs will vest in their entirety if the VWAP of the Issuer's Common Stock as quoted on the NYSE MKT exceeds \$2.50 for a 30-Day Period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2