

CHANG PETER L
Form 4
February 26, 2019

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 *
CHANG PETER L

(Last) (First) (Middle)
C/O NOVANTA INC., 125
MIDDLESEX TURNPIKE
(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NOVANTA INC [NOVT]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CAO-Corporate Controller

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/22/2019		M		928	A	\$ 78.58
Common Stock	02/22/2019		F		462	D	\$ 78.58
Common Stock	02/25/2019		S ⁽¹⁾		10,000	D	\$ 80
Common Stock	02/25/2019		M		3,636	A	\$ 78.96
Common Stock	02/25/2019		F		1,618	D	\$ 78.96

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

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(9-02)

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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽²⁾	<u>(2)</u>	02/22/2019		M	928	<u>(2)(3)</u> <u>(2)(3)</u>	Common Stock	928
Restricted Stock Units ⁽²⁾	<u>(2)</u>	02/25/2019		M	3,636	<u>(2)(4)</u> <u>(2)(4)</u>	Common Stock	3,636
Restricted Stock Units ⁽²⁾	<u>(2)</u>	02/21/2019		A	2,588	<u>(2)(5)</u> <u>(2)(5)</u>	Common Stock	2,588

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHANG PETER L C/O NOVANTA INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730	CAO-Corporate Controller

Signatures

/s/ Joanna Tow, 02/26/2019
Attorney-In-Fact

⁽²⁾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).

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- (1) The sale reported in this Form 4 was effected pursuant to a pre-established Rule 10b5-1 trading plan adopted by the reporting person on December 6, 2018.
- (2) Each Restricted Stock Unit represents the right to receive one Novanta Inc. common share upon vesting of such Restricted Stock Unit.
- (3) The Restricted Stock Units vest in three equal annual installments on February 22, 2019, February 22, 2020 and February 22, 2021.
- (4) The Restricted Stock Units vest in three equal annual installments on February 24, 2017, February 24, 2018 and February 24, 2019.
- (5) The Restricted Stock Units vest in three equal annual installments on February 21, 2020, February 21, 2021 and February 21, 2022.

Remarks:

Power of Attorney on file

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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