

PRIOR MICHAEL T  
Form 4  
March 22, 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 \*  
PRIOR MICHAEL T

(Last) (First) (Middle)

C/O ATN INTERNATIONAL,  
INC., 500 CUMMINGS CENTER

(Street)

BEVERLY, MA 01915

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ATN International, Inc. [ATNI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/20/2018

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)  
President and CEO

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)     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                       |
| Common Stock                    | 03/20/2018                           |  | F                              | 2,444 (1) \$ 60.27  | 402,624   | D  |                                       |
| Common Stock                    |                                      |  |                                |   | 146,647   | I  | Trustee of Lauren S. Prior 2013 Trust |
| Common Stock                    |                                      |  |                                |   | 9,341   | I  | Trustee of RP 2014 Trust              |
| Common Stock                    |                                      |  |                                |   | 8,541   | I  | Trustee of WP 2015                    |

|              |  |       |   |                   |
|--------------|--|-------|---|-------------------|
| Common Stock |  | 8,941 | I | Trust<br>By Child |
|--------------|--|-------|---|-------------------|

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

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**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| PRIOR MICHAEL T<br>C/O ATN INTERNATIONAL, INC.<br>500 CUMMINGS CENTER<br>BEVERLY, MA 01915 | X             |           | President and CEO |       |

## Signatures

/s/ Andrew S. Fienberg, as Attorney-in-Fact for Michael T. Prior  
 \*\*Signature of Reporting Person  
 03/22/2018  
 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) Represents shares withheld by the Company for payment of Mr. Prior's tax obligations arising from the vesting of shares of previously granted restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: PRIOR MICHAEL T - Form 4

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