

CROATTI CYNTHIA
Form 4
October 23, 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 *
CROATTI CYNTHIA

2. Issuer Name and Ticker or Trading Symbol
UNIFIRST CORP [UNF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
68 JONSPIN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and Treasurer

WILMINGTON, MA 01887

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

(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 | 10/22/2018 | | A | | 1,551 (1) | A | \$ 0 |
| Common Stock | | | | | 2,883 (2) | D | |
| | | | | | 68,534 | I (3) | By LLC |

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------------------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Appreciation Right ⁽⁴⁾ | \$ 152.38 | 10/22/2018 | | A | 1,634 | 10/22/2023 | 10/22/2028 | Common Stock (\$0.10 par value) | 1,634 |
| Class B Common Stock | <u>(5)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock (\$0.10 par value) | 52,320 |
| Class B Common Stock | <u>(5)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock (\$0.10 par value) | 1,688 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CROATTI CYNTHIA 68 JONSPIN ROAD WILMINGTON, MA 01887 | X | X | Executive VP and Treasurer | |

Signatures

/s/ David Whitman,
Attorney-in-Fact

10/23/2018

**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) Represents restricted stock units granted under the UniFirst Corporation Amended and Restated 2010 Stock Option and Incentive Plan. Such restricted stock units vest 100% on the fifth anniversary of the grant date.

(2) Consists of 1,332 restricted stock units that vest 100% on December 20, 2022 and 1,551 restricted stock units that vest 100% on October 22, 2023.

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(3) Cynthia Croatti is the manager of Trilogy Investment Partners LLC, which as of the date of filing this report, directly owns the reported securities. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that she is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

(4) This stock appreciation right becomes fully vested and exercisable on the fifth anniversary of the grant date (10/22/2023) and must be settled in stock at the time of exercise.

(5) Each share of Class B Common Stock is convertible at any time by the holder into one share of Common Stock. Each share of Class B Common Stock automatically converts into one share of Common Stock upon transfer to a recipient that is not a permitted transferee or upon termination of the Class B Common Stock, in each case in accordance with the terms of the charter of UniFirst Corporation.

(6) Includes 4,374 shares owned directly by The Marie Croatti QTIP Trust. Cynthia Croatti is trustee of The Marie Croatti QTIP Trust. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that she is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

(7) Cynthia Croatti is a trustee of The Samuel E. Brown Gallo Trust - 1989 and The Nicholas C. Brown Gallo Trust - 1989, which as of the date of filing this report, each directly owns a portion of an aggregate of 48,000 shares of Class B Common Stock. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that she is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

(8) Each of the aforementioned reporting persons disclaims beneficial ownership of these reported securities, except to the extent of his, her or its pecuniary interest therein, if any, and this report shall not be deemed an admission that such persons are the beneficial owners of these securities for purposes of Section 16 or any other purpose.

(9) Includes 1,015,717 shares owned directly by The Red Cat Limited Partnership and 3 shares owned directly by Red Cat Management Associates, Inc. Red Cat Management Associates, Inc. is the general partner of The Red Cat Limited Partnership. The Ronald D. Croatti Trust - 1993 and Cynthia Croatti are the sole shareholders of Red Cat Management Associates, Inc. and Carol Croatti and Cynthia Croatti are the directors of Red Cat Management Associates, Inc. Cynthia Croatti and Cecelia Levenstein are trustees, co-trustees and in the case of Cynthia Croatti a beneficiary of certain trusts which hold limited partnership interests in The Red Cat Limited Partnership. Ronald D. Croatti's children are beneficiaries of a trust which holds a limited partnership interest in The Red Cat Limited Partnership. Certain of the trusts which hold limited partnership interests in The Red Cat Limited Partnership also own some of the reported shares directly.

(10) Includes 672,775 shares owned directly by The Queue Limited Partnership and 199 shares owned directly by Queue Management Associates, Inc. Queue Management Associates, Inc. is the general partner of The Queue Limited Partnership. The Ronald D. Croatti Trust 1993 (of which Carol Croatti and Matthew Croatti are the trustees and Carol Croatti is the beneficiary), Cynthia Croatti and Cecilia Levenstein are the sole shareholders of Queue Management Associates, Inc., and Carol Croatti, Cynthia Croatti and Cecelia Levenstein are the directors of Queue Management Associates, Inc. Cynthia Croatti and Cecelia Levenstein are trustees, co-trustees and in some cases beneficiaries, and in some cases their children are beneficiaries, of various trusts which hold limited partnership interests in The Queue Limited Partnership.

(11) Ronald D. Croatti's children are beneficiaries of certain trusts which hold limited partnership interests in The Queue Limited Partnership. Certain of the trusts which hold limited partnership interests in The Queue Limited Partnership also own some of the reported shares directly.

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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