

MINOGUE MICHAEL R
Form 4
June 19, 2018

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 *
MINOGUE MICHAEL R

(Last) (First) (Middle)
C/O ABIOMED, INC., 22
CHERRY HILL DRIVE
(Street)

DANVERS, MA 01923

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ABIOMED INC [ABMD]

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2018

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)
Chairman, President, 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock \$.01 par value | 06/15/2018 | | A ⁽⁵⁾ | | 189,174 ⁽⁵⁾ | A | \$ 0 385,956 D |
| Common Stock \$.01 par value | 06/15/2018 | | A ⁽⁶⁾ | | 41,526 ⁽⁶⁾ | A | \$ 0 427,482 D |
| Common Stock \$.01 par value | 06/15/2018 | | F ⁽⁷⁾ | | 42,092 ⁽⁷⁾ | D | \$ 440.65 385,390 D |
| Common Stock \$.01 | 06/15/2018 | | F ⁽⁷⁾ | | 9,240 ⁽⁷⁾ | D | \$ 440.65 376,150 D |

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| | | | | |
|------------------------------|--------|---|--------------|--|
| par value | | | | |
| Common Stock \$.01 par value | 46,654 | I | By Trust - A | |
| Common Stock \$.01 par value | 73,745 | I | By Trust - B | |
| Common Stock \$.01 par value | 9,000 | I | By Trust - C | |
| Common Stock \$.01 par value | 655 | I | By Trust - D | |
| Common Stock \$.01 par value | 38,560 | I | By Trust - E | |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽²⁾ | \$ 10.03 | | | | | Date Exercisable: 06/03/2011 ⁽¹⁾ Expiration Date: 06/03/2020 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 22.44 | | | | | Date Exercisable: 05/22/2013 ⁽¹⁾ Expiration Date: 05/22/2022 | Common Stock | 0 |

| | | | | | |
|---|-----------|---------------------------|------------|-----------------|--------|
| Stock Option (Right to Buy) ⁽²⁾ | \$ 23.15 | 05/14/2014 ⁽¹⁾ | 05/14/2024 | Common stock | 0 |
| Stock Option (right to buy) ⁽²⁾ | \$ 21.55 | 05/14/2015 ⁽³⁾ | 05/14/2024 | Common Stock | 0 |
| Stock Option (right to buy) ⁽²⁾ | \$ 66.25 | 05/13/2016 ⁽³⁾ | 05/13/2025 | Common Stock | 0 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 99.62 | 05/24/2017 ⁽³⁾ | 05/24/2026 | Common Stock | 0 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 134.51 | 05/15/2018 ⁽³⁾ | 05/15/2027 | Common Stock | 0 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 381.97 | 05/16/2019 ⁽³⁾ | 05/16/2028 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MINOGUE MICHAEL R C/O ABIOMED, INC., 22 CHERRY HILL DRIVE DANVERS, MA 01923 | X | | Chairman, President, CEO | |

Signatures

/s/ Stephen C. McEvoy (by power of attorney) 06/19/2018

^{__}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) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (2) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

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- (3) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (4) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2015 Omnibus Incentive Plan.
- Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on June 15, 2015. One half of these restricted stock units vested on June 15, 2018 (into an equal number of shares of common stock) based on the issuer's achievement of a certain performance milestone with the remaining vesting on June 15, 2019 as long as the reporting person continues to be employed by the issuer on the vesting dates.
- (5)
- Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on November 14, 2016. One half of these restricted stock units vested on June 15, 2018 (into an equal number of shares of common stock) based on the issuer's achievement of a certain performance milestone with the remaining vesting on June 15, 2019 as long as the reporting person continues to be employed by the issuer on the vesting dates
- (6)
- (7) Transaction represents shares of common stock withheld solely for the payment of withholding tax liability associated with the vesting of awards of restricted stock units in accordance with the time periods set forth in such awards.

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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