

SIERRA WIRELESS INC

Form 4

December 08, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SIERRA WIRELESS INC

2. Issuer Name **and** Ticker or Trading  
Symbol

NUMEREX CORP /PA/ [NMRX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

13811 WIRELESS WAY

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

12/07/2017

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

RICHMOND, BRITISH  
COLUMBIA, Z4 V6V 3A4

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, no par value	12/07/2017		P	19,680,040 (1) (2) (3)	A (1) (2) 19,680,040 (1) (2) (3)	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SIERRA WIRELESS INC  
13811 WIRELESS WAY  
RICHMOND, BRITISH COLUMBIA, Z4 V6V 3A4

X

## Signatures

/s/ David G. McLennan, Chief Financial Officer and  
Secretary

12/08/2017

\_\_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).

On December 7, 2017, pursuant to the Agreement and Plan of Merger, dated as of August 2, 2017 (the "Merger Agreement"), by and among Sierra Wireless, Inc. ("Sierra Wireless"), Wireless Acquisition Sub, Inc., a Delaware corporation and direct, wholly-owned subsidiary of Sierra Wireless ("Merger Sub"), and Numerex Corp. ("Numerex"), Merger Sub merged with and into Numerex, with

- (1) Numerex surviving as a wholly-owned subsidiary of Sierra Wireless (the "Merger"). Pursuant to the Merger Agreement, at the Effective Time of the Merger (the "Effective Time"), each share of Class A Common Stock, no par value, of Numerex issued and outstanding immediately prior to the Effective Time was converted into the right to receive 0.1800 common shares, no par value, of Sierra Wireless (the "Merger Consideration").

(Continued from Footnote 1) Additionally, each outstanding restricted stock unit, in-the-money option and in-the-money stock appreciation right of Numerex was cancelled in exchange for the right to receive the Merger Consideration in accordance with the terms of the Merger Agreement. Subject to certain exceptions specified in the Merger Agreement, each outstanding warrant issued by Numerex (with the exception of that certain warrant, dated as of June 7, 2017, issued by Numerex to HCP-FVF, LLC) was cancelled in exchange for the right to receive the Merger Consideration or, if not exercised, was otherwise cancelled at the Effective Time.

- (3) This figure represents 100% of the shares of Class A Common Stock, no par value, of Numerex issued and outstanding immediately prior to the Effective Time.

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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