### GREGOIRE MICHAEL P

Form 4

Common

par value Common

Stock, \$.10

Stock, \$.10 11/05/2018

11/05/2018

November 05	5, 2018									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 of Form 5	STATEM 6.	MENT OF CHA	SECUI	RITIES				Expires: Estimated a burden hou response		
Form 5 obligations may continue. See Instruction 1(b).  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 F	Responses)									
1. Name and A GREGOIRE	ouer Name <b>and</b> Ticker or Trading ol NC. [CA]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last)	(First) (N							k an applicable)		
520 MADIS	/Day/Year) 2018				X Director 10% OwnerX Officer (give title Other (specify below)  Chief Executive Officer					
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Che Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person										
NEW YORK	X, NY 10022						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip) Ta	ble I - Non-l	Derivative So	ecuritie	es Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Month/Day/Year) 2. Transaction Date 2A. Deemed Execution Date, any (Month/Day/Ye			Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	or	Price	(Instr 3 and 4)			
Common Stock, \$.10 par value	11/05/2018		D	275,468	D	(1)	0	D		
Common Stock, \$.10 par value	11/05/2018		D	19,362	D	<u>(2)</u>	0	D		

D

D

44,777

63,775

D

D

<u>(3)</u>

<u>(4)</u>

0

0

D

D

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#### par value

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 22.82	11/05/2018		D	324,389	<u>(5)</u>	08/01/2023	Common Stock, \$.10 par value	324,38
Employee Stock Option (right to buy)	\$ 24.41	11/05/2018		D	291,157	<u>(5)</u>	08/01/2023	Common Stock, \$.10 par value	291,15
Employee Stock Option (right to buy)	\$ 26.98	11/05/2018		D	381,208	<u>(5)</u>	06/02/2024	Common Stock, \$.10 par value	381,20
Employee Stock Option (right to buy)	\$ 28.69	11/05/2018		D	212,966	<u>(5)</u>	01/14/2025	Common Stock, \$.10 par value	212,96
Employee Stock Option (right to buy)	\$ 30.45	11/05/2018		D	352,216	<u>(5)</u>	05/29/2025	Common Stock, \$.10 par value	352,21
Employee Stock	\$ 31.53	11/05/2018		D	410,719	<u>(6)</u>	05/15/2026	Common Stock,	410,71

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Option (right to buy)							\$.10 par value	
Employee Stock Option (right to buy)	\$ 31.69	11/05/2018	D	447,755	<u>(7)</u>	05/15/2027	Common Stock, \$.10 par value	447,75
Employee Stock Option (right to buy)	\$ 35.28	11/05/2018	D	395,408	(8)	05/15/2028	Common Stock, \$.10 par value	395,40

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>rg</b>	Director	10% Owner	Officer	Other				
GREGOIRE MICHAEL P 520 MADISON AVENUE NEW YORK, NY 10022	X		Chief Executive Officer					

## **Signatures**

/s/ Michael P. Gregoire by Kristen W. Prohl as Attorney-in-Fact

11/05/2018

\*\*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).
- Disposed of pursuant to that certain Agreement and Plan of Merger between the Issuer, Broadcom Inc. ("Broadcom") and Collie (1) Acquisition Corp., dated as of July 11, 2018 (the "Merger Agreement"), in exchange for a cash payment of \$44.50 per share without interest thereon (the "Merger Consideration").
  - This restricted stock award ("RSA"), originally for 58,674 shares, of which 39,312 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019. Pursuant to a letter agreement between the Issuer, Broadcom and the Reporting Person (the "Letter Agreement"), immediately prior to the effective time of the transactions contemplated by the Merger Agreement (the "Merger") all unvested Issuer PSAs held by the Reporting Person were converted into the
- contemplated by the Merger Agreement (the "Merger"), all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.
- (3) This RSA, originally for 67,844 shares, of which 23,067 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.
- This RSA provided for vesting over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021.

  Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.

**(5)** 

Reporting Owners 3

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These fully vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.

This option provided for vesting over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019. 275,182 vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed

- (6) option shares. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested options held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.
  - This option provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. 152,244 vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed
- option shares. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested options held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.
- This option provided for vesting over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021.

  Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested options held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.