

NOVANTA INC
Form 4
September 06, 2016

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 *
Roush John A

(Last) (First) (Middle)

C/O NOVANTA INC., 125
MIDDLESEX TURNPIKE

(Street)

BEDFORD, MA 01730-1409

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NOVANTA INC [NOVT]

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2016

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)

Chief Executive Officer

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 (A) or (D) Price			
Common Stock	09/01/2016		M	15,310 A \$ 16.99	473,899	D	
Common Stock	09/01/2016		F	7,204 D \$ 16.99	466,695	D	
Common Stock	09/01/2016		M	15,186 A \$ 16.99	481,881	D	
Common Stock	09/01/2016		F	7,146 D \$ 16.99	474,735	D	
Common Stock	09/01/2016		M	6,094 A \$ 16.99	480,829	D	

Common Stock 09/01/2016 F 2,868 D \$ 16.99 477,961 D

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. Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	<u>(1)</u>	09/01/2016		M	15,310	<u>(1)(2)</u> <u>(1)(2)</u>	Common Stock	15,310
Restricted Stock Units ⁽¹⁾	<u>(1)</u>	09/01/2016		M	15,186	<u>(1)(2)</u> <u>(1)(2)</u>	Common Stock	15,186
Restricted Stock Units ⁽¹⁾	<u>(1)</u>	09/01/2016		M	6,094	<u>(1)(2)</u> <u>(1)(2)</u>	Common Stock	6,094

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roush John A C/O NOVANTA INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730-1409	X		Chief Executive Officer	

Signatures

/s/ Joanna Tow,
Attorney-In-Fact 09/02/2016

 **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) Each Restricted Stock Unit represents the right to receive one Novanta Inc. common share upon vesting of such Restricted Stock Unit.
Represents the pro-rata vesting of the Reporting Person's outstanding Restricted Stock Units in accordance with the terms of the
- (2) Transition and Release of Claims Agreement dated July 27, 2016. The Reporting Person's unvested Restricted Stock Units have been forfeited.

Remarks:

Power of Attorney on file

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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