### Edgar Filing: Davis Kendall B - Form 4

Davis Kenda	all B										
Form 4	2018										
	February 12, 2018 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287		
Check this box if no longer subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.								Expires: Estimated a burden hour response			
(Print or Type	Responses)										
Davis Kendall B Symbol				er Name <b>and</b> Ticker or Trading NER INC [IT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction (Cho					(Check	ek an applicable)		
56 TOP GA 10212	ALLANT RD, P.C		(Month/I 02/08/2	Day/Year) 018				Director X Officer (give below) EVP, Pro		Owner r (specify ices	
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
STAMFOR	CT 06904-221	12						Form filed by M Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	iired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)		Date, if	3. 4. Securities Acquired te, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/08/2018			Code V M	Amount 4,221	or (D) A	Price \$ 0	(Instr. 3 and 4) 107,479	D		
Common Stock	02/08/2018			F	1,331 (3)	D	\$ 114.26	106,148	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. Transactio Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date		7. Title and . Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	02/08/2018		М		4,221 (1)	(2)	(2)	Common Stock
Stock Appreciation Rights	\$ 114.26	02/08/2018		А	18,958 (4)		02/08/2019(4)	02/08/2025	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Davis Kendall B 56 TOP GALLANT RD P.O. BOX 10212 STAMFORD, CT 06904-2212			EVP, Products and Services				
Signatures							
Kevin Tang for Kendall B. Davis	0	2/12/2018					

\*\*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 shares acquired upon releases of RSUs.
- (2) These RSUs vest in substantially equal annual installments, commencing on February 8, 2017. This represents the 2018 installment.
- (3) Represents shares withheld for the payment of applicable income and payroll withholding taxes.
- (4) These SARs become exercisable in four substantially equal annual installments, commencing on 2/8/2019.

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.