

Dungan Jefferson
Form 4
February 16, 2018

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 *
Dungan Jefferson

(Last) (First) (Middle)

C/O CONTROL4 CORPORATION, 11734 S. ELECTION ROAD

(Street)

SALT LAKE CITY, UT 84020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONTROL4 CORP [CTRL]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2018

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)
SVP Bus. Development

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 02/15/2018 | | M | 1,417 | A | 1,417 | D | |
| Common Stock | 02/15/2018 | | F | 491 ⁽²⁾ | D | \$ 24.76 | 926 | D |
| Common Stock | 02/15/2018 | | M | 4,933 | A | 5,859 | D | |
| Common Stock | 02/15/2018 | | F | 1,448 ⁽²⁾ | D | \$ 24.76 | 4,411 | D |
| Common Stock | 02/15/2018 | | M | 1,417 | A | 5,828 | D | |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|------------|--------|---|-------------------------------|
| Common Stock | 02/15/2018 | F | 491 ⁽³⁾ | D | \$ 24.76 | 5,337 | D | |
| Common Stock | 02/15/2018 | M | 4,933 | A | <u>(1)</u> | 10,270 | D | |
| Common Stock | 02/15/2018 | F | 1,473 ⁽³⁾ | D | \$ 24.76 | 8,797 | D | |
| Common Stock | 02/15/2018 | M | 14,000 | A | <u>(1)</u> | 22,797 | D | |
| Common Stock | 02/15/2018 | F | 4,109 ⁽³⁾ | D | \$ 24.76 | 18,688 | D | |
| Common Stock | | | | | | 326 | I | By 401(k) Plan ⁽⁹⁾ |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Restricted Stock Units | <u>(1)</u> | 02/15/2018 | | M | 1,417 | <u>(4)</u> | <u>(4)</u> | Common Stock | 1 |
| Restricted Stock Units | <u>(1)</u> | 02/15/2018 | | M | 4,933 | <u>(5)</u> | <u>(5)</u> | Common Stock | 4 |
| Performance-based Restricted Stock Units | <u>(1)</u> | 02/15/2018 | | M | 1,417 | <u>(6)</u> | <u>(6)</u> | Common Stock | 1 |
| Performance-based Restricted Stock Units | <u>(1)</u> | 02/15/2018 | | M | 4,933 | <u>(7)</u> | <u>(7)</u> | Common Stock | 4 |
| Performance-based Restricted Stock Units | <u>(1)</u> | 02/15/2018 | | M | 14,000 | <u>(8)</u> | <u>(8)</u> | Common Stock | 14 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dungan Jefferson C/O CONTROL4 CORPORATION 11734 S. ELECTION ROAD SALT LAKE CITY, UT 84020 | | | SVP Bus. Development | |

Signatures

| | |
|---|------------|
| /s/ Greg Bishop, Attorney in fact for Jefferson Dungan | 02/16/2018 |
| **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) Each unit represents the right to receive, at settlement, one share of common stock at no cost.
- The federal and state tax withholding due at the vesting of Restricted Stock Units was satisfied by Control4 through a net issuance of these shares, which were retained by Control4 as treasury stock, and the requisite withholding amount was paid to the relevant tax authorities by Control4 on behalf of the Reporting Person. We used the closing price of the shares on the day prior to the vest date for withholding calculations.
- (2) The federal and state tax withholding due at the vesting of Performance-based Restricted Stock Units was satisfied by Control4 through a net issuance of these shares, which were retained by Control4 as treasury stock, and the requisite withholding amount was paid to the relevant tax authorities by Control4 on behalf of the Reporting Person. We used the closing price of the shares on the day prior to the vest date for withholding calculations.
- (3) This RSU award was granted on January 1, 2016. One-third of the shares in the award vested on February 10, 2017. The remaining shares vest as follows, an additional 1/12 of the shares vest quarterly, on the 15th of May, August, November and February in each of the following eight quarters.
- (4) This RSU award was granted on January 3, 2017. One-third of the shares in the award vested on February 15, 2018. The remaining shares vest as follows, an additional 1/12 of the shares vest quarterly, on the 15th of May, August, November and February in each of the following eight quarters.
- (5) This PSU award was granted on January 1, 2016. One-third of the shares in the award vested on February 10, 2017 due to the achievement of a certain 2016 financial performance goal. The remaining shares vest as follows, an additional 1/12 of the shares vest quarterly, on the 15th of May, August, November and February in each of the following eight quarters.
- (6) This PSU award was granted on January 3, 2017. One-third of the shares in the award vested on February 15, 2018 due to the achievement of a certain 2017 financial performance goal. The remaining shares vest as follows, an additional 1/12 of the shares vest quarterly, on the 15th of May, August, November and February in each of the following eight quarters.
- (7) This PSU award was granted on January 3, 2017, and these shares represent all of the shares in the award which vested on February 15, 2018 due to the achievement of a certain 2017 financial performance goal.
- (8) Shares held in Reporting Person and wife's 401(k) Plans.
- (9)

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.