

Dearth Randall S.
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Dearth Randall S.

2. Issuer Name and Ticker or Trading Symbol
CALGON CARBON Corp [CCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3000 GSK DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

MOON TOWNSHIP, PA 15108

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	03/09/2018		D		100,959	D	21.50 (1)

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)

Edgar Filing: Dearth Randall S. - Form 4

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)	Amount or Number of Underlying Securities
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right-to-Buy) <u>(2)</u>	\$ 13.71	03/09/2018		D	50,000	08/01/2013 08/01/2019	Common Stock	50,000
Employee Stock Option (Right-to-Buy) <u>(2)</u>	\$ 17.17	03/09/2018		D	57,095	02/27/2014 02/27/2020	Common Stock	57,095
Employee Stock Option (Right-to-Buy) <u>(2)</u>	\$ 21.31	03/09/2018		D	64,174	05/14/2015 05/14/2021	Common Stock	64,174
Employee Stock Option (Right-to-Buy) <u>(2)</u>	\$ 20.86	03/09/2018		D	71,023	02/25/2016 02/25/2022	Common Stock	71,023
Employee Stock Option (Right-to-Buy) <u>(2)</u>	\$ 14.06	03/09/2018		D	80,788	02/25/2017 02/25/2023	Common Stock	80,788
Employee Stock Option (Right-to-Buy) <u>(2)</u>	\$ 14.37	03/09/2018		D	77,786	03/02/2018 03/02/2024	Common Stock	77,786
Phantom Stock Units <u>(3)</u>	\$ 0	03/09/2018		D	794.88	03/09/2018 03/09/2018	Common Stock	794.88

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dearth Randall S. 3000 GSK DRIVE MOON TOWNSHIP, PA 15108	X		President & CEO	

Signatures

/s/ Chad Whalen,
Attorney-in-Fact

03/13/2018

__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).

On September 21, 2017, Calgon Carbon Corporation (the "Company"), Kuraray Co., Ltd., a company organized under the laws of Japan ("Kuraray"), Kuraray Holdings U.S.A., Inc., a Delaware corporation ("Parent") and KJ Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), entered into an Agreement and Plan of Merger (the "merger agreement"), pursuant to

(1) which, on March 9, 2018, Merger Sub merged with and into the Company, with the Company surviving the merger as a wholly owned subsidiary of Parent, and an indirect wholly owned subsidiary of Kuraray. On March 9, 2018, each issued and outstanding share of Company common stock was automatically converted into the right to receive cash in an amount equal to \$21.50, without interest (the "merger consideration").

Pursuant to the merger agreement, on March 9, 2018, each outstanding and unexercised option to purchase shares of Company common stock (each, an "option"), whether vested or unvested, terminated and was converted into the right to receive an amount in cash equal to the product of (1) the total number of shares of Company common stock previously subject to such option and (2) the excess, if any, of the merger consideration over the exercise price per share set forth in such option.

(2)

Pursuant to the merger agreement, on March 9, 2018, each outstanding and unexercised Company phantom stock unit (each, a "phantom stock unit") award terminated and was converted into the right to receive an amount in cash equal to the product of (1) the total number of shares of Company common stock subject to such phantom stock unit award, including any dividends credited with respect thereto, and (2) the merger consideration.

(3)

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.