

BENINCASA JUSTIN D
 Form 4
 November 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
BENINCASA JUSTIN D

2. Issuer Name and Ticker or Trading Symbol
ATN International, Inc. [ATNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O ATN INTERNATIONAL,
 INC., 500 CUMMINGS CENTER**

3. Date of Earliest Transaction
 (Month/Day/Year)
11/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO

(Street)
BEVERLY, MA 01915

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

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		
Common Stock	11/09/2018		M	V	15,854 \$ 46.85	A	65,726 D
Common Stock	11/09/2018		M	V	16,967 \$ 32.96	A	82,693 D
Common Stock	11/09/2018		M	V	10,000 \$ 37.36	A	92,693 D
Common Stock	11/09/2018		F	V	29,823 \$ 83.98	D	62,870 D

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 46.85	11/09/2018		M	15,854	<u>(1)</u> 02/11/2020	Common Stock	15,854
Employee Stock Option (right to buy)	\$ 32.96	11/09/2018		M	16,967	<u>(2)</u> 03/15/2022	Common Stock	16,967
Employee Stock Option (right to buy)	\$ 37.36	11/09/2018		M	10,000	<u>(3)</u> 03/22/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENINCASA JUSTIN D C/O ATN INTERNATIONAL, INC. 500 CUMMINGS CENTER BEVERLY, MA 01915			CFO	

Signatures

/s/ Justin D.
Benincasa

11/13/2018

__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).
- (1) The stock option vested in four equal annual installments on each of February 11, 2011, 2012, 2013 and 2014.
- (2) The stock option vested in four equal annual installments on each of March 15, 2012, 2013, 2014 and 2015.
- (3) The stock option vested in four equal annual installments on each of March 22, 2013, 2014, 2015 and 2016.
- (4) Represents shares withheld by the Company for payment of exercise price and payment of Mr. Benincasa's tax obligations arising from the exercise of the stock option.

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.