

EMCORE CORP
Form 4
December 12, 2014

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 *
WEINSWIG MARK

(Last) (First) (Middle)

C/O EMCORE CORPORATION, 10420 RESEARCH ROAD, SE

(Street)

ALBUQUERQUE, NM 87123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMCORE CORP [EMKR]

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2014

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 Financial 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/10/2014 | | M | | 13,333 | A | Ⓛ |
| Common Stock | 12/10/2014 | | M | | 10,000 | A | Ⓛ |
| Common Stock | 12/10/2014 | | M | | 50,000 | A | Ⓛ |
| Common Stock | 12/11/2014 | | S ⁽²⁾ | | 23,987 | D | \$ 5.03 |
| Common Stock | | | | | 6,583 | I | ⁽³⁾ |

By 401(k) Plan

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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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (4) | 12/10/2014 | | M | 13,333 | (5) (5) | Common Stock | 13,333 | |
| Restricted Stock Units | (4) | 12/10/2014 | | M | 10,000 | (5) (5) | Common Stock | 10,000 | |
| Restricted Stock Units | (4) | 12/10/2014 | | M | 50,000 | (5) (5) | Common Stock | 50,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEINSWIG MARK C/O EMCORE CORPORATION 10420 RESEARCH ROAD, SE ALBUQUERQUE, NM 87123 | | | Chief Financial Officer | |

Signatures

/s/ Alfredo Gomez, 12/12/2014
attorney-in-fact

**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).

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(1) Each restricted stock unit represented a contingent right to receive one share of Emcore common stock. Restricted stock units were payable, at the election of the Issuer, in cash, Emcore common stock, or a combination of the two. On December 10, 2014, the Issuer settled the restricted stock units in common stock.

(2) All sales were effected pursuant to a 10b5-1 plan previously adopted by the Reporting Person to satisfy the Reporting Person's tax liability in connection with the vesting of restricted stock units that were granted under the Company's 2012 Equity Incentive Plan, which grant was exempt from Section 16b pursuant to Rule 16b-3(d).

(3) Shares attributable to EMCORE Corporation 401(k) account as of September 30, 2014.

(4) Each restricted stock unit represents a contingent right to receive one share of Emcore common stock. Restricted stock units are payable, at the election of the Issuer, in cash, Emcore common stock, or a combination of the two.

(5) The Issuer entered into an asset purchase agreement with Photon Acquisition Corporation, an affiliate of private equity firm Veritas Capital ("Veritas"), dated September 17, 2014, to sell substantially all of the assets, and transfer substantially all of the liabilities, primarily related to or used in the Issuer's photovoltaics business to Photon Acquisition Corporation (the "Asset Sale"). On December 10, 2014, all outstanding restricted stock units of the Reporting Person vested upon consummation of the Asset Sale.

(6) The restricted stock units were awarded to the Reporting Person for no cash or other similar consideration.

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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