

Fraser Christopher T.
Form 4
November 16, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fraser Christopher T.

(Last) (First) (Middle)

9448 BELLA TERRA DRIVE

(Street)

FT WORTH, TX 76126

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

KMG CHEMICALS INC [KMG]

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

11/15/2018

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)

President and CEO

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/15/2018		D		296,869	D	<u>(1)</u>	0	D	
Common Stock	11/15/2018		D		88,445	D	<u>(2)</u>	0	I	by Deferred Compensation Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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. 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
Time and Performance Stock Awards	\$ 0	11/15/2018		D	4	(3)	(3)	Common Stock (3)
Time Based Stock Award	\$ 0	11/15/2018		D	1	(4)	07/31/2021	Common Stock (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fraser Christopher T. 9448 BELLA TERRA DRIVE FT WORTH, TX 76126	X		President and CEO	

Signatures

Christopher T
Fraser
11/16/2018

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) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 14, 2018, by and among KMG Chemicals, Inc. ("KMG"), Cabot Microelectronics Corporation ("Cabot Microelectronics") and Cobalt Merger Sub Corporation, in exchange for 59,373 shares of Cabot Microelectronics common stock and \$16,520,842 in cash consideration at the Effective Time of the merger.
- (2) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 14, 2018, by and among KMG Chemicals, Inc. ("KMG"), Cabot Microelectronics Corporation ("Cabot Microelectronics") and Cobalt Merger Sub Corporation, in exchange for 17,689 shares of Cabot Microelectronics common stock and \$4,921,964 in cash consideration at the Effective Time of the merger.

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- Pursuant to the Merger Agreement, the restricted stock unit awards which were granted prior to August 14, 2018 and which expire 7/31/19 and 7/31/20, fully vested and were cancelled and converted in the merger in exchange for 54,382 shares of Cabot Microelectronics common stock and \$15,131,934 in cash consideration at the Effective Time of the merger, which is the right to receive the merger consideration in respect of each share of KMG common stock underlying the applicable restricted stock unit award.
- (3)

- Pursuant to the Merger Agreement, the restricted stock unit award which was granted on or following August 14, 2018, was assumed by Cabot Microelectronics and converted into a restricted stock unit award relating to a number of shares of Cabot Microelectronics common stock (rounded to the nearest whole share) equal to (i) the number of shares of KMG common stock subject to such KMG restricted stock unit award immediately prior to the effective time, multiplied by (ii) the "equity award exchange ratio" (defined below). The assumed restricted stock unit awards will be subject to the same terms and conditions as were applicable to the corresponding KMG equity award immediately prior to the effective time (including vesting terms). The "equity award exchange ratio" means the sum of (a) 0.2000 and (b) the quotient (rounded to four decimal places) obtained by dividing (x) \$55.65 by (y) the volume weighted average price per share (calculated to the nearest one-hundredth of one cent) of Cabot
- (4)

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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