

SCHAWK INC
Form 3
March 24, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
A MATTHEWS
INTERNATIONAL CORP
(Last) (First) (Middle)
TWO NORTSHORE CENTER
(Street)
PITTSBURGH, PA 15212-5851
(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
03/16/2014

3. Issuer Name and Ticker or Trading Symbol
SCHAWK INC [SGK]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock, par value \$0.008 per
share 0

I See Footnotes 1, 2 and 3 (1) (2) (3)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS INTERNATIONAL CORP TWO NORTHSORE CENTER PITTSBURGH, PA 15212-5851	Â	Â X	Â	Â

Signatures

Joseph C. Bartolacci, as President and Chief Executive Officer of Matthews International Corporation

03/24/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Matthews International Corporation ("Matthews") is filing this Form 3 solely due to the entry into voting and support agreements (the "Voting Agreements") by and among Matthews and certain stockholders (the "Stockholders") of Schawk, Inc. ("SGK"). The Voting Agreements were entered into in connection with the Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), dated as of March 16, 2014, by and among Matthews, Moonlight Merger Sub Corp., Moonlight Merger Sub LLC and SGK.

(2) As a result of certain provisions contained in the Voting Agreements, Matthews may be deemed to have beneficial ownership of the shares of SGK's common stock covered by the Voting Agreements (an aggregate of 16,172,720 shares, which represent approximately 61.5% of SGK's total outstanding shares based on 26,287,667 shares reported outstanding as of March 14, 2014 (as represented in the Merger Agreement)) for purposes of Section 13(d) of the Exchange Act. Except to the extent as may be described in footnote (3), Matthews does not have any pecuniary interest (as defined in Rule 16a-1(a)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) in any of the shares subject to the Voting Agreements and the filing of this Form 3 shall not be construed as an admission that Matthews is the beneficial owner of any securities reported in this Form 3 which beneficial ownership is hereby expressly disclaimed.

(3) Each Voting Agreement provides that, in the event that the Merger Agreement is terminated and SGK, the Stockholder or any of their respective affiliates enter into an acquisition transaction (as defined in the Voting Agreements) within 18 months following the date of such termination, the Stockholder is obligated to pay to Matthews within two business days after the closing of such transaction, an amount in cash (for each share of SGK Common Stock owned by such Stockholder subject to the acquisition transaction) that is equal to the amount by which the value of the consideration received by such Stockholder per share of SGK Common Stock in such alternative transaction exceeds \$20 per share; provided that in no event shall the total payments to Matthews pursuant to all the Voting Agreements exceed \$3.0 million.

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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