

OLIVIER ROY W
Form 4
August 31, 2017

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 *
OLIVIER ROY W

2. Issuer Name and Ticker or Trading Symbol
ARI NETWORK SERVICES INC /WI [ARIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)
10850 W. PARK PLACE, SUITE 1200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2017

MILWAUKEE, WI 53224

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/29/2017 | | M | | 22,000 A \$ 0 | 300,402 | D |
| Common Stock | 08/29/2017 | | D ⁽¹⁾ | | 300,402 D \$ 7.1 | 0 | D |
| Common Stock | 08/29/2017 | | D ⁽¹⁾ | | 13,246 D \$ 7.1 | 0 | I By 401(k) 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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under the Merger Agreement, each unvested share of restricted stock of the Issuer vested, and each share of Issuer common stock converted into the right to receive \$7.10 in cash.

(2) 22,000 shares of performance-based restricted stock vested in connection with the Merger.

(3) 33,000 outstanding shares of performance-based restricted stock were cancelled in connection with the Merger.

At the Effective Time of the Merger, outstanding options to purchase shares of Issuer common stock were cancelled and converted into the right to receive, for each share of Issuer common stock subject to the option, an amount in cash equal to (x) \$7.10, minus (y) the sum

(4) of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts, except that the Reporting Person's options with respect to 262,200 shares were rolled over to options to acquire 1,861,620 units of an affiliate of the Parent at an exercise price of \$0.215 per unit.

At the Effective Time of the Merger, outstanding options were cancelled and converted into the right to receive, for each share of Issuer

(5) common stock subject to the option, an amount in cash equal to (x) \$7.10, minus (y) the sum of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts.

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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