

XERIUM TECHNOLOGIES INC  
Form 4  
May 18, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
CARL MARKS MANAGEMENT COMPANY, LLC

2. Issuer Name and Ticker or Trading Symbol  
XERIUM TECHNOLOGIES INC [XRM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
900 THIRD AVENUE, 33RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
05/16/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
NEW YORK, NY 10022

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 or Disposed of (A) or (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)
Common Stock, par value \$0.001 per share	05/16/2012		P	97,000 (3) A \$ 3.912 (1)	1,914,482 (3) (4)	I (3) (4)	See Footnotes (3) (4)
Common Stock, par value \$0.001 per share	05/17/2012		P	32,500 (3) A \$ 3.9583 (2)	1,946,982 (3) (4)	I (3) (4)	See Footnotes (3) (4)

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

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SEC 1474  
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARL MARKS MANAGEMENT COMPANY, LLC 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022			X	

## Signatures

/s/ James Forbes Wilson, Managing Member  
05/18/2012  
\*\*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 purchase price of the shares of common stock, par value \$0.001 per share ("Common Stock"), of Xerium Technologies, Inc. (the "Company"), reported in Column 4 of this report is a weighted-average price. The shares of Common Stock purchased on May 16, 2012, were purchased in multiple transactions at prices ranging from \$3.81 to \$4.02, inclusive. Carl Marks Management Company, LLC (the "Reporting Person") undertakes to provide to the Company, any security holder of the Company, or the Staff of the Securities and Exchange Commission ("SEC"), upon request, full and complete information regarding the number of shares of Common Stock purchased at each separate price within the range set forth in this Footnote (1).
- (2) The purchase price of the shares of Common Stock reported in Column 4 of this report is a weighted-average price. The shares of Common Stock purchased on May 17, 2012, were purchased in multiple transactions at prices ranging from \$3.85 to \$4.06, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company, or the Staff of the SEC, upon request, full

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and complete information regarding the number of shares of Common Stock purchased at each separate price within the range set forth in this Footnote (2).

(3) The Reporting Person is a Delaware limited liability company and registered investment adviser and serves as the investment adviser to (i) Carl Marks Strategic Investments, L.P. ("CMSI"), a Delaware limited partnership and private investment partnership, and (ii) Carl Marks Strategic Opportunities Fund, L.P. ("CMSO"), a Delaware limited partnership and private investment partnership. CMSI GP, LLC ("CMSI GP"), a Delaware limited liability company, is the general partner of CMSI, and Carl Marks GP, LLC ("CMSO GP"), a Delaware limited liability company, is the general partner of CMSO. Of the shares of Common Stock purchased on May 16, 2012, 26,316 shares were purchased by CMSI and 70,684 shares were purchased by CMSO. Of the shares of Common Stock purchased on May 17, 2012, 8,817 shares were purchased by CMSI and 23,683 shares were purchased by CMSO. Following the transactions reported herein, CMSI holds 598,754 shares of Common Stock and CMSO holds 1,348,228 shares of Common Stock.

(4) Shares of the Company held by CMSI and CMSO may be deemed to be beneficially owned (i) indirectly by the Reporting Person, as the investment adviser to CMSI and CMSO; (ii) indirectly by CMSI GP, as the general partner of CMSI, and CMSO GP, as the general partner of CMSO, respectively; and (iii) indirectly, on a shared basis, by the three individual managing members of the Reporting Person, who share the power to direct the vote or disposition of such securities. The Reporting Person and the three individual managing members of the Reporting Person have previously filed statements pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended, with respect to the securities of the Company which they may be deemed to beneficially own. The Reporting Person's beneficial ownership of the Company's securities is limited to its indirect interest (if any) in the shares of Common Stock held by CMSI and CMSO, limited to its pecuniary interest in CMSI and CMSO (if any).

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.