

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 \*  
BOAS ANDREW M

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)

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

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

C/O CARL MARKS  
MANAGEMENT COMPANY,  
LLC, 900 THIRD AVENUE, 33RD  
FLOOR

(Street)

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

NEW YORK, NY 10022

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	05/16/2012		P	97,000 (4) A \$ 3.912 (1)	1,914,482 (3) (4) (5)	I (3) (4) (5)	See Footnotes (3) (4) (5)
Common Stock, par value \$0.001 per share	05/17/2012		P	32,500 (4) A \$ 3.9583 (2)	1,946,982 (3) (4) (5)	I (3) (4) (5)	See Footnotes (3) (4) (5)

share

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 Following Reported Transaction (Instr. 6)
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## Reporting Owners

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

## Signatures

/s/ Andrew M. Boas  
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. Andrew M. Boas (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

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within the range set forth in this Footnote (1).

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

- (2) Reporting Person undertakes to provide to the Company, any security holder of the Company, or the Staff of the 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 (2).

The Reporting Person is one of three individual managing members of Carl Marks Management Company, LLC ("CMMC"), a Delaware limited liability company and registered investment adviser, which is 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.

- (3) ("CMSO"), a Delaware limited partnership and private investment partnership. The Reporting Person is also one of three individual managing members of (x) CMSI GP, LLC ("CMSI GP"), a Delaware limited liability company and the general partner of CMSI, and (y) Carl Marks GP, LLC ("CMSO GP"), a Delaware limited liability company and 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 and CMSO were owners of an aggregate of 1,946,982 shares of Common Stock (598,754 of such shares are held by CMSI and 1,348,228 of such shares are held by CMSO).

- (4)

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

- (5)

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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