

MAGNETEK, INC.

Form 4

September 02, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
QUAIN MITCHELL I

(Last) (First) (Middle)

MAGNETEK, INC., N49 W13650
CAMPBELL DRIVE

(Street)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MAGNETEK, INC. [MAG]

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2015

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)

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	09/02/2015		D		2,320	D	\$ 50 (1) 0
Common Stock	09/02/2015		D		9,360	D	\$ 50 (1) 0

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Director Stock Option (Right to Buy)	\$ 25.3	09/02/2015		D	750	<u>(2)</u>	06/30/2016	Common Stock	7
Director Stock Option (Right to Buy)	\$ 41.95	09/02/2015		D	750	<u>(2)</u>	06/27/2018	Common Stock	7
Director Stock Option (Right to Buy)	\$ 13.95	09/02/2015		D	750	<u>(2)</u>	06/26/2019	Common Stock	7
Director Stock Option (Right to Buy)	\$ 11.05	09/02/2015		D	750	<u>(2)</u>	06/25/2020	Common Stock	7
Director Stock Option (Right to Buy)	\$ 18.45	09/02/2015		D	1,743	<u>(2)</u>	07/01/2021	Common Stock	1,7
Director Stock Option (Right to Buy)	\$ 8.48	09/02/2015		D	1,866	<u>(2)</u>	12/30/2021	Common Stock	1,8
Director Stock Option (Right to Buy)	\$ 10.41	09/02/2015		D	3,091	<u>(2)</u>	12/28/2022	Common Stock	3,0
	\$ 22.23	09/02/2015		D	1,426	<u>(2)</u>	12/29/2023		1,4

Director
Stock
Option
(Right to
Buy)

Common
Stock

Director
Stock
Option
(Right to
Buy)

\$ 38

09/02/2015

D

836

(2)

12/28/2024

Common
Stock

8

Phantom
Stock
Units

(3)

09/02/2015

D

39,303.859

(4)

(4)

Common
Stock

39,30

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

QUAIN MITCHELL I
MAGNETEK, INC.
N49 W13650 CAMPBELL DRIVE
MENOMONEE FALLS, WI 53051

X

Signatures

Scott S. Cramer, Attorney-in-Fact for Mitchell I.
Quain

09/02/2015

__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).

On July 26, 2015, the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") with Columbus McKinnon Corporation, a New York corporation ("Parent"), and Megatron Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent ("Acquisition Sub"). Pursuant to the Merger Agreement, Acquisition Sub commenced a tender offer to acquire all

- (1) shares of the Issuer's common stock at a price per share of \$50.00, and on September 2, 2015, Acquisition Sub accepted all shares of Issuer's common stock that were tendered and Parent subsequently made a cash payment in respect of all of the outstanding shares of the Issuer's common stock that were tendered. The reporting person reports disposition of shares tendered by the reporting person pursuant to the terms of the tender offer, which involved a change of control.

The Merger Agreement contemplated a merger of Acquisition Sub with and into the Issuer following consummation of the tender offer.

- (2) Pursuant to the Merger Agreement, each unexpired and unexercised option vested immediately prior to the consummation of the merger and was canceled in exchange for a cash payment per share equal to the difference between \$50.00 and the exercise price of such option. Options with an exercise price of \$50.00 per share or more were canceled and are not shown in Table II of this Report.

- (3) 1 for 1.

- (4) As a result of the transactions contemplated by the Merger Agreement, the reporting person was entitled to receive an amount per share of \$50.00 for each Phantom Stock Unit.

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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