

XERIUM TECHNOLOGIES INC  
Form SC 13D/A  
May 29, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

SCHEDULE 13D/A

(Amendment No. 2)

Under the Securities Exchange Act of 1934

**XERIUM TECHNOLOGIES, INC.**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**98416J118**

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P I

Edgar Filing: XERIUM TECHNOLOGIES INC - Form SC 13D/A

450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

Jeffrey S. Tullman, Esq.

Kane Kessler, P.C.

666 Third Avenue, 22<sup>nd</sup> Floor

New York, New York 10017

(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**May 25, 2018**

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value,  
L.P. I 13-3953291  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

SOLE VOTING POWER

**NUMBER OF** 7  
**SHARES** 574,594 (See Item 5)  
SHARED VOTING POWER  
**BENEFICIALLY** 8  
**OWNED BY** 0 (See Item 5)  
**EACH** SOLE DISPOSITIVE POWER  
**REPORTING** 9  
**PERSON** 574,594 (See Item 5)  
SHARED DISPOSITIVE POWER  
**WITH** 10

0 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
**11**

574,594 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*  
**12**

..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
**13**

3.50%  
TYPE OF REPORTING PERSON\*  
**14**

PN

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value,  
L.P. 13-3688497  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 350,990 (See Item 5)  
SHARED VOTING POWER  
**8**  
0 (See Item 5)  
SOLE DISPOSITIVE POWER  
**9**  
350,990 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

0 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
**11**

350,990 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*  
**12**

..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
**13**

2.14%  
TYPE OF REPORTING PERSON\*  
**14**

PN

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Small Cap Value Offshore  
Fund, Ltd. (No IRS Identification No.)  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 238,456 (See Item 5)  
SHARED VOTING POWER  
**8**  
0 (See Item 5)  
SOLE DISPOSITIVE POWER  
**9**  
238,456 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

0 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
**11**

238,456 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*  
**12**

..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
**13**

1.45%  
TYPE OF REPORTING PERSON\*  
**14**

CO



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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Capital, Inc. Profit Sharing &  
Money Purchase Plan  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 50,500 (See Item 5)  
SHARED VOTING POWER  
8  
0 (See Item 5)  
SOLE DISPOSITIVE POWER  
9  
50,500 (See Item 5)  
10 SHARED DISPOSITIVE POWER

0 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
11

50,500 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*  
12

..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
13

0.31%  
TYPE OF REPORTING PERSON\*  
14

EP

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Capital Management, LLC  
13-4018186  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

New York

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 925,584 (See Item 5)  
 SHARED VOTING POWER  
**8**  
 0 (See Item 5)  
 SOLE DISPOSITIVE POWER  
**9**  
 925,584 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

**11** 0 (See Item 5)  
 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

**12** 925,584 (See Item 5)  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

**13** ..  
 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)

**14** 5.63%  
 TYPE OF REPORTING PERSON\*

OO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Capital, Inc. 13-3688495  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 238,456 (See Item 5)  
 SHARED VOTING POWER  
**8**  
 0 (See Item 5)  
 SOLE DISPOSITIVE POWER  
**9**  
 238,456 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

**11** 0 (See Item 5)  
 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

**12** 238,456 (See Item 5)  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

**13** ..  
 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)

**14** 1.45%  
 TYPE OF REPORTING PERSON\*

CO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Nelson Obus  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY** 50,500 (See Item 5)  
**OWNED BY** SHARED VOTING POWER  
**EACH** 8  
**REPORTING** 1,164,040 (See Item 5)  
**PERSON** SOLE DISPOSITIVE POWER  
**WITH** 9  
50,500 (See Item 5)  
10 SHARED DISPOSITIVE POWER

11 1,164,040 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 1,214,540 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 ..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

14 7.39%  
TYPE OF REPORTING PERSON\*

IN



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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Joshua Landes  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 0 (See Item 5)  
SHARED VOTING POWER  
8  
1,164,040 (See Item 5)  
SOLE DISPOSITIVE POWER  
9  
0 (See Item 5)  
10 SHARED DISPOSITIVE POWER

11 1,164,040 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 1,164,040 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 ..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

14 7.09%  
TYPE OF REPORTING PERSON\*

IN

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**Item 1. Security and Issuer.**

This Amendment No. 2 amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the "Commission") on May 3, 2017 and as further amended by Amendment No. 1 filed on June 23, 2017 (the "Schedule 13D") with respect to the shares of common stock, \$0.001 par value per share (the "Common Stock") of Xerium Technologies, Inc., a Delaware corporation (the "Issuer"). The Issuer maintains its principal executive office at 14101 Capital Boulevard, Youngsville, North Carolina 27596. Unless specifically amended hereby the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used but not defined herein shall have the meaning set forth in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The securities reported in this Schedule 13D as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$8,691,072 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

**Item 4. Purpose of the Transaction**

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

The Wynnefield Reporting Persons commend the Issuer's recent announcement that the Issuer's Board of Directors (the "Board") has initiated a review of strategic alternatives to maximize shareholder value and is confident that the Board's transaction committee formed to facilitate this effort will act in the best interests of the Issuer's shareholders.

The Wynnefield Reporting Persons note that a shareholder of the Issuer recently announced its nomination of two persons to the Board. While the submission by this shareholder may be well-intentioned, the Wynnefield Reporting Persons believe such nominations are unnecessary.

In a show of support for the Board, on May 25, 2018, the Wynnefield Reporting Persons entered into a Confidentiality and Standstill Agreement (the "Agreement"), which provides for, among other things, (i) the Issuer agreeing to provide the Wynnefield Reporting Persons with current information concerning the Issuer's review of strategic alternatives, including the potential sale of the Issuer or its assets (the "Strategic Review") and (ii) the Wynnefield Reporting Persons' agreement to vote in favor of the Issuer's nominees to the Board at the Issuer's upcoming annual meeting of shareholders. See Item 6 of this Schedule 13D for a summary description of the Agreement.

Other than as set forth in this Item 4, the Wynnefield Reporting Persons do not have any current plans, proposals or negotiations that relate to or would result in any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Wynnefield Reporting Persons intend to review their investment in the Issuer on a continuing basis, and to the extent permitted by law and the Agreement, may seek to engage in discussions with other stockholders and/or with management and the Board of the Issuer concerning the business, operations or future plans of the Issuer. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the shares of Common Stock, conditions in the securities markets and general economic and industry conditions, the Wynnefield Reporting Persons may, in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock, selling shares of Common Stock, engaging in short selling of or any hedging or similar transaction with respect to the Common Stock, taking any other action with respect to the Issuer or any of its securities in any manner permitted by law and the Agreement or changing its intention with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4.

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**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a), (b) and (c) As of May 25, 2018, the Wynnefield Reporting Persons beneficially owned in the aggregate 1,214,540 shares of Common Stock, constituting approximately 7.39% of the outstanding shares of Common Stock. The percentage of shares of Common Stock reported as being beneficially owned by the Wynnefield Reporting Persons is based upon 16,427,603 shares outstanding as of April 30, 2018, as set forth in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2018, filed with the Commission on April 30, 2018.

The following table sets forth certain information with respect to shares of Common Stock directly beneficially owned by the Wynnefield Reporting Persons listed below:

<u>Name</u>	<u>Number of Common Stock</u>	<u>Percentage of Outstanding Common Stock</u>
Wynnefield Partners I	574,594	3.50%
Wynnefield Partners	350,990	2.14%
Wynnefield Offshore	238,456	1.45%
Plan	50,500	0.31%

WCM is the sole general partner of Wynnefield Partners and Wynnefield Partners I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. WCM, as the sole general partner of Wynnefield Partners and Wynnefield Partners I, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCM may be deemed to beneficially own. Each of Messrs. Obus and Landes, as co-managing members of WCM, share the power to direct the voting and disposition of the shares of Common Stock that WCM may be deemed to beneficially own.



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WCI is the sole investment manager of Wynnefield Offshore and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Offshore beneficially owns. WCI, as the sole investment manager of Wynnefield Offshore, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Offshore beneficially owns. Messrs. Obus and Landes are executive officers of WCI and, accordingly, each may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCI may be deemed to beneficially own. Messrs. Obus and Landes, as executive officers of WCI, share the power to direct the voting and disposition of the shares of Common Stock that WCI may be deemed to beneficially own.

The Plan is an employee profit sharing plan. Messrs. Obus and Landes are the co-trustees of the Plan and accordingly, Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the shares of Common Stock that the Plan may be deemed to beneficially own. Each of Messrs. Obus and Landes, as the trustees of the Plan, shares with the other the power to direct the voting and disposition of the shares of Common Stock beneficially owned by the Plan.

Beneficial ownership of the Common Stock shown on the cover pages of and set forth elsewhere in this Schedule 13D for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) in the aggregate 1,214,540 shares of Common Stock, constituting approximately 7.39% of the outstanding shares of Common Stock. The percentage of shares of Common Stock reported as being beneficially owned by the Wynnefield Reporting Persons is based upon 16,427,603 shares outstanding as of April 30, 2018, set forth in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2018 filed with the Commission on April 30, 2018.

The filing of this Schedule 13D and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Schedule 13D.

The Wynnefield Reporting Persons have not acquired any shares of Common Stock during the last 60 days.





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**Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended by the addition of the following:

On May 25, 2018, the Wynnefield Reporting Persons and the Issuer entered into the Agreement. Pursuant to the Agreement, the Wynnefield Reporting Persons agreed not to disclose any Confidential Information (as defined in the Agreement) they may receive from the Issuer, which will include, but not be limited to, information concerning the Issuer's Strategic Review and the Issuer agreed to notify the Wynnefield Reporting Persons when there exists an "open trading window" during which members of the Issuer's Board may trade in the securities of the Issuer, and when any such "open trading window" has closed or is scheduled to close.

Also pursuant to the Agreement, the Wynnefield Reporting Persons agreed, among other things, that upon the earlier of commencement of the Issuer's 2019 Annual Meeting, or the closing of any transaction involving the sale of all or substantially all of the Issuer's outstanding Common Stock whether by merger or otherwise, that the Wynnefield Reporting Persons: (a) would not (i) seek to call a meeting of the Issuer's shareholders, (ii) seek representation on the Board; (iii) form a group with other shareholders; (iv) grant any proxy with respect to voting of the Issuer's Common Stock; (v) present at any annual meeting or any special meeting of the Issuer's shareholders any proposal for consideration for action by the shareholders; (vi) make any statements critical of the Issuer, its directors or management; or (vii) obtain beneficial ownership of more than 9.99% of the outstanding shares of Common Stock; and (b) would vote in favor of the Issuer's nominees to the Board at the Issuer's 2018 Annual Meeting or any special meeting of shareholders held during 2018 during which directors may be elected to the Board.

A copy of the Agreement is attached to this Schedule 13D as Exhibit 99.2 and is incorporated herein by reference as if fully set forth herein. The foregoing summary description of the Agreement is not intended to be complete and is qualified in its entirety by the complete text of the Agreement.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended by the addition of the following:

Confidentiality and Standstill Agreement dated May 25, 2018 by and among Xerium Technologies, Inc. and  
Exhibit each of Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I,  
99.2 Wynnefield Small Cap Value Offshore Fund, Ltd., Wynnefield Capital, Inc. Profit Sharing & Money  
Purchase Plan, Wynnefield Capital Management, LLC, and Wynnefield Capital, Inc.

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**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: May 29, 2018

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,  
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,  
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,  
its Investment Manager

By: /s/ Nelson Obus  
Nelson Obus, President

WYNNEFIELD CAPITAL INC. PROFIT SHARING &  
MONEY PURCHASE PLAN

By: /s/ Nelson Obus  
Nelson Obus, Co-Trustee

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus  
Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus  
Nelson Obus, President

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/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua Landes

Joshua Landes, Individually