

Staton Mark
Form 4
October 17, 2018

FORM 4

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

OMB APPROVAL

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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 *
Staton Mark

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)
10/17/2018

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

C/O XERIUM TECHNOLOGIES, INC., 14101 CAPITAL BOULEVARD

(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

YOUNGSVILLE, NC 27596

(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)
Common Stock	10/17/2018		D	(A) or (D) Code V Amount 20,000 (1)	\$ 13.5	0	D

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Performance Restricted Stock Unit	(2)	10/17/2018		D	426,000	(2)	(2)	Common Stock	426,000
Phantom Stock Unit	(3)	10/17/2018		D	113,122	(3)	(3)	Common Stock	113,122
Phantom Stock Unit	(4)	10/17/2018		D	72,886	(4)	(4)	Common Stock	72,886

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Staton Mark C/O XERIUM TECHNOLOGIES, INC. 14101 CAPITAL BOULEVARD YOUNGSVILLE, NC 27596	X		President and CEO	

Signatures

/s/ Phillip Kennedy, by power of attorney 10/17/2018

__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).

Represents the conversion of outstanding shares of common stock of Xerium Technologies, Inc. (the "Company") into the right to receive (1) \$13.50 per share in connection with the merger of the Company with an indirect wholly owned subsidiary of Andritz AG on October 17, 2018 (the "Merger"), pursuant to an Agreement and Plan of Merger dated June 24, 2018.

(2) Represents the number of restricted stock units earned by Mr. Staton pursuant to the Inducement Restricted Stock Unit Award Agreement between the Company and Mr. Staton. In connection with the Merger, on October 17, 2018, the restricted stock units were converted into the right to receive \$13.50 per unit.

(3) Each Phantom Stock Unit ("2018 Units") is the economic equivalent of one share of the Company's common stock and was awarded pursuant to the Company's 2018 Long-Term Incentive Plan. In connection with the Merger, on October 17, 2018, the 2018 Units vested and were converted into the right to receive 13.50 per unit.

(4) Each Phantom Stock Unit ("2017 Units") is the economic equivalent of one share of the Company's common stock and was awarded pursuant to the Company's 2017 Long-Term Incentive Plan. In connection with the Merger, on October 17, 2018, the 2017 Units vested and were converted into the right to receive \$13.50 per 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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