

Kennedy Phillip B.  
Form 4  
October 17, 2018

**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 \*  
Kennedy Phillip B.

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)  
EVP, GC & Secretary

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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	10/17/2018		D	40	\$ 13.5	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)	8. Price or Number of Shares	9. Payment Method
Phantom Stock Unit	(2)	10/17/2018		D	33,937	(2) (2)	Common Stock	33,937	\$
Phantom Stock Unit	(3)	10/17/2018		D	18,222	(3) (3)	Common Stock	18,222	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy Phillip B. C/O XERIUM TECHNOLOGIES, INC. 14101 CAPITAL BOULEVARD YOUNGSVILLE, NC 27596				EVP, GC & Secretary

## Signatures

/s/ Phillip Kennedy  
Date: 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) 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.
  - (3) 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. 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.