

Pretty David J
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 *
Pretty David J

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
 Officer (give title below) _____ Other (specify below)
President - North America

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/17/2018		D	(A) or (D) Code V Amount Price D 110,946 \$ 13.5 (1)	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)	8. Price or Number of Shares	9. Dollar Amount
Phantom Stock Unit	(2)	10/17/2018		D	56,561	(2) (2)	Common Stock	56,561	\$
Phantom Stock Unit	(3)	10/17/2018		D	36,443	(3) (3)	Common Stock	36,443	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pretty David J C/O XERIUM TECHNOLOGIES, INC. 14101 CAPITAL BOULEVARD YOUNGSVILLE, NC 27596			President - North America	

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).
- (1) Represents the conversion of outstanding shares of common stock of Xerium Technologies, Inc. (the "Company") and restricted stock units underlying the Company's 2016 Long-Term Incentive Plan, in each case, into the right to receive \$13.50 per share or unit 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.