

RUSSO DAVID J
Form 4
January 09, 2019

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUSSO DAVID J

(Last) (First) (Middle)

1000 PARK DRIVE

(Street)

LAWRENCE, PA 15055

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BLACK BOX CORP [BBOX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2019

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)

EVP, CFO & Treasurer

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)
Common Stock, \$.001 par value	01/07/2019 ⁽¹⁾		U	7,614 D	\$ 1.1 (1) 22,141	D	
Common Stock, \$.001 par value	01/07/2019 ⁽¹⁾		D	22,141 (2) D	\$ 1.1 (3) 0	D	
Common Stock, \$.001 par value	01/07/2019 ⁽⁴⁾		A	33,590 A	\$ 0 (4) 33,590	D	

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Common Stock, \$.001 par value	01/07/2019 ⁽⁴⁾	D	33,590	D	\$ 1.1 <u>(4)</u>	0	D
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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)

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 or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 8.1	01/07/2019 ⁽⁵⁾		D		66,210		⁽⁵⁾	⁽⁵⁾	Common Stock	66,210
Employee Stock Option (Right to Purchase)	\$ 2.85	01/07/2019 ⁽⁵⁾		D		270,240		⁽⁵⁾	⁽⁵⁾	Common Stock	270,240

Reporting Owners

Reporting Owner Name / Address	Relationships
Director 10% Owner Officer Other RUSSO DAVID J 1000 PARK DRIVE LAWRENCE, PA 15055	EVP, CFO & Treasurer

Signatures

/s/ Ronald Basso by Power of Attorney for David J. Russo	01/09/2019
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 **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 November 11, 2018, Black Box Corporation (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with AGC Networks Pte Ltd. ("Top Parent"), BBX Main Inc., a wholly owned subsidiary of Top Parent ("Parent"), BBX Inc., a wholly owned subsidiary of Parent ("BBX Intermediate"), and Host Merger Sub Inc., a wholly owned subsidiary of BBX Intermediate ("Merger Sub"). Pursuant to the terms of the Merger Agreement, and the tender offer commenced in connection therewith, each share of Company common stock held by the Reporting Person was tendered for \$1.10 per share, net to the holder thereof, in cash, without interest thereon (the "Offer Price"). Pursuant to the Merger Agreement, on January 7, 2019 (the "Effective Time"), Merger Sub was merged with and into the Company, with the Company being the surviving corporation and becoming a wholly owned subsidiary of BBX Intermediate.

(2) Represents unvested restricted stock units granted pursuant to a Company stock plan (a "Company RSU Award").

Pursuant to the Merger Agreement, at the Effective Time, each Company RSU Award that was outstanding or payable as of the Effective Time (whether vested or unvested) converted into the right of the holder to receive an amount in cash equal to the product of (i) the total number of shares of Company common stock underlying such Company RSU Award, and (ii) the Offer Price, less any required withholding taxes.

Settlement of non-derivative performance awards for cash as follows: Pursuant to the Merger Agreement, at the Effective Time, each performance share award granted under a Company stock plan that is subject to performance-based vesting (each a "Company Performance Share Award") that was outstanding or payable as of the Effective Time (whether vested or unvested) converted into the right of the holder to receive an amount of cash equal to the product of (i) the target number of performance shares granted by such Company Performance Share Award (as designated in the applicable Performance Share Award Agreement between the Company and the holder thereof) and (ii) the Offer Price, less any required withholding taxes.

(5) Pursuant to the Merger Agreement, at the Effective Time, each out-of-the-money Company option that was outstanding and unexercised (whether vested or unvested) was cancelled and terminated for no consideration. This option was out-of-the-money at the Effective Time.

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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