

XERIUM TECHNOLOGIES INC
Form 4
January 03, 2017

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 *
Wilson James Forbes

(Last) (First) (Middle)

C/O CARL MARKS
MANAGEMENT COMPANY,
LLC, 900 THIRD AVENUE, 33RD
FLOOR

(Street)

NEW YORK, NY 10022-4775

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XERIUM TECHNOLOGIES INC
[XRM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2016

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	12/31/2016		A		3,170 (1)	A	\$ 0 (1)
Common Stock, par value \$0.001 per					\$ 2,064,452 (3) (4) (5) (6)	I (3) (4) (5) (6)	See Footnotes (3) (4) (5) (6)

share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson James Forbes C/O CARL MARKS MANAGEMENT COMPANY, LLC 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775	X			

Signatures

/s/ James Forbes
Wilson 01/03/2017

**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).
This amount represents a grant of Director Deferred Stock Units ("Units"), which were awarded to James Forbes Wilson (the "Reporting Person") in consideration of his services as a director of Xerium Technologies, Inc. (the "Company") and were settled immediately in shares of common stock, par value \$0.001 per share, of the Company ("Common Stock").
- (2) This amount represents shares of Common Stock and shares of Common Stock underlying any Units held by the Reporting Person.

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The Reporting Person is a director of the Company and is one of three individual managing members of Carl Marks Management Company, LLC ("CMMC"), a Delaware limited liability company and registered investment adviser, which is the investment adviser to (i) Carl Marks Strategic Investments, L.P. ("CMSI"), a Delaware limited partnership and private investment partnership, and (ii) Carl Marks Strategic Opportunities Fund, L.P. ("CMSO"), a Delaware limited partnership and private investment partnership. The Reporting Person is also one of three individual managing members of (x) CMSI GP, LLC ("CMSI GP"), a Delaware limited liability company and the general partner of CMSI, and (y) Carl Marks GP, LLC ("CMSO GP"), a Delaware limited liability company and the general partner of CMSO.

- (4) As of January 3, 2017, the Reporting Person was the owner of an aggregate of 48,350 Units and shares of Common Stock, and CMSI and CMSO were owners of an aggregate of 2,064,452 shares of Common Stock (626,544 of such shares are held by CMSI and 1,437,908 of such shares are held by CMSO).

- Shares of Common Stock of the Company held by CMSI and CMSO may be deemed to be beneficially owned (i) indirectly by CMMC, as the investment adviser to CMSI and CMSO, (ii) indirectly by CMSI GP, as the general partner of CMSI, and CMSO GP, as the general partner of CMSO, respectively, and (iii) indirectly, on a shared basis, by the Reporting Person and the two other individual managing members of CMMC, the investment adviser to CMSI and CMSO, who share the power to direct the vote or disposition of such securities. CMMC and the three individual managing members of CMMC have previously filed statements pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, with respect to the securities of the Company which they may be deemed to beneficially own.
- (5)

- The Reporting Person's beneficial ownership of the Company's securities is limited to (i) his direct ownership of an aggregate of 48,350 Units and shares of Common Stock and (ii) his indirect interest (if any) in the shares of Common Stock held by CMSI and CMSO, limited to his pecuniary interest in CMSI and CMSO (if any).
- (6)

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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