Wilson James Forbes Form 4 October 17, 2018

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

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wilson James Forbes

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

XERIUM TECHNOLOGIES INC

(Check all applicable)

[XRM]

10/17/2018

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director Officer (give title

10% Owner Other (specify

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

(Street)

10/17/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

J(1)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022-4775

share

value \$0.001 per

Common

Stock, par

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curities A	Acquii	red, Disposed of,	or Beneficiall	y 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 oner Disposed of (Instr. 3, 4 and Amount	of (D) d 5) (A) or	d (A)	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, par value \$0.001 per	10/17/2018		D	64,285 (1)	D S	\$ 13.5	0	D	

2,064,452 D

\$

13.5

 $0^{(3)(4)}$

I

Footnote (2) (3) (4)

See

share

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Relationships

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

**Signature of Reporting 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 transaction and amount represents the conversion of outstanding shares of common stock, par value \$0.001 per share (the "Common Stock"), of Xerium Technologies, Inc. (the "Company") and vested director deferred stock units 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, pursuant to an Agreement and Plan of Merger dated June 24, 2018.

Reporting Owners 2

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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
- (2) 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.
 - Shares of Common Stock of the Company previously 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
- (3) 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 previously beneficially owned.
- (4) The Reporting Person's beneficial ownership of the Company's securities is limited to his pecuniary interest in CMSI and CMSO (if any). 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.