

Wilson James Forbes
 Form 4
 October 17, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

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)

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

(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

NEW YORK, NY 10022-4775

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 10/17/2018 | | D | | 64,285 ⁽¹⁾ | D | \$ 13.5 0 |
| Common Stock, par value \$0.001 per share | 10/17/2018 | | J ⁽¹⁾ | | 2,064,452 ⁽¹⁾ | D | \$ 13.5 0 ^{(3) (4)} |

See Footnote (2) (3) (4)

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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.