

SCHULER JACK W
Form 4
May 15, 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 *
SCHULER JACK W

2. Issuer Name and Ticker or Trading Symbol
Accelerate Diagnostics, Inc [AXDX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28161 N. KEITH DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

LAKE FOREST, IL 60045

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 05/11/2018 | | P | 77,800 A \$ 19.17 (1) | 13,242,828 (7) | I | By Jack W. Schuler Living Trust (3) (6) |
| Common Stock | 05/11/2018 | | P | 22,200 A \$ 19.88 (2) | 13,265,028 (7) | I | By Jack W. Schuler Living Trust (3) (6) |
| Common Stock | | | | | 689,355 (7) | I | By Schuler Grandchildren LLC (4) (6) |
| Common Stock | | | | | 689,355 (7) | I | By Schuler GC 2010 Continuation |

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 Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHULER JACK W 28161 N. KEITH DRIVE LAKE FOREST, IL 60045 | X | X | | |

Signatures

/s/ Daniel M. Mahoney,
attorney-in-fact
Date: 05/15/2018

**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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$18.55 to \$19.45, inclusive. The reporting person undertakes to provide to Accelerate Diagnostics, Inc. (the "Issuer"), any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnotes (1) and (2) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.65 to \$20.00, inclusive.

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- (3) Mr. Schuler has sole voting and dispositive power with respect to such shares in his capacity as trustee of the Jack W. Schuler Living Trust.
- (4) Mr. Schuler has sole voting and dispositive power with respect to such shares in his capacity as manager of Schuler Grandchildren LLC.
- (5) Mr. Schuler has shared voting and dispositive power with respect to such shares in his capacity as the grantor of Schuler GC 2010 Continuation Trust.

- (6) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (7) Shares previously disclosed as being owned by the Schuler Family Foundation (the "Foundation") have been omitted. The reporting person disclaims beneficial ownership of the shares of the Issuer owned by the Foundation. Although the reporting person is the President of the Foundation and makes investment decisions regarding the Foundation's securities transactions, by virtue of the Foundation's status as a 501(c)(3) tax-exempt organization, the reporting person may not, and in fact, does not personally derive any profit from the Foundation's transactions in the Issuer's common stock. As a result, for purposes of Section 16(b), the reporting person has never been and is not currently the beneficial owner of any securities held by the Foundation, including the Issuer's common stock, and the inadvertent reporting of transactions in the Issuer's securities by the Foundation on previous Form 4s filed by the reporting person should be disregarded.

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.