

RITTICHER JEFFREY
Form 4
December 29, 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 *
RITTICHER JEFFREY

2. Issuer Name and Ticker or Trading Symbol
EMCORE CORP [EMKR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2015 W. CHESTNUT STREET

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2017

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

Chief Executive Officer

(Street)
ALHAMBRA, CA 91803

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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 | (D) | Price |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | An or Nu of |
|---|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|---------------------------|----------------------|
| | | | | | | | | | | | | |
| Performance-Based Restricted Stock Units (PSUs) | (1) | 12/28/2017 | A | 40,000 (1) | | | | | (2) | (2) | Emcore Common Stock | 4 |
| Restricted Stock Units | (4) | 12/28/2017 | A | 40,000 | | | | | (5) | (5) | Emcore Common Stock | 4 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RITTICHER JEFFREY
2015 W. CHESTNUT STREET
ALHAMBRA, CA 91803

Chief Executive Officer

Signatures

/s/ Ryan Hochgesang, attorney
in fact

12/29/2017

__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).

Each PSU represents a contingent right to receive one share of EMCORE common stock, based on the Issuer's total shareholder return

- (1) (TSR) compared to pre-established relative TSR goals, based on the TSR of the Russell Microcap Index, that were set by the Compensation Committee of the Board of Directors. The aggregate number of shares issued may range from zero (0) to 200% of the target number of shares reported in column 7 of this report.
- (2) Between zero (0) and 200% of the PSUs will vest, if at all, on December 28, 2020.
- (3) The PSUs were awarded to the Reporting Person for no cash or other similar consideration.
- (4) Each restricted stock unit represents a contingent right to receive one share of EMCORE common stock.
- (5) Vests in four equal annual installments commencing on December 28, 2018.
- (6) The restricted stock units were awarded to the Reporting Person for no cash or other similar consideration.

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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