

SACASA ROBERTO

Form 4

June 06, 2018

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SACASA ROBERTO

2. Issuer Name **and** Ticker or Trading
Symbol
GENERAL CABLE CORP /DE/
[BGC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
4 TESSENEER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Chief Compliance Officer

HIGHLAND HEIGHTS, KY 41076

(City) (State) (Zip)

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

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)
Common Stock	06/06/2018		D	(A) or (D) 9,716 (1)	\$ 30 (1) 0	D	
Common Stock	06/06/2018		D	23.239 (2)	\$ 30 (2) 0	I	By 401(k) Plan

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

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Stock Unit	\$ 0	06/06/2018		D	3,736	(3) (3)	Common Stock 3,736
Employee Stock Option (right to buy)	\$ 16.8	06/06/2018		D	3,053	(4) 02/10/2027	Common Stock 3,053

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SACASA ROBERTO 4 TESSENEER DRIVE HIGHLAND HEIGHTS, KY 41076	SVP, Chief Compliance Officer

Signatures

/s/ Mary E. Talbott, as Attorney-in-Fact for Roberto Sacasa 06/06/2018

**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) Pursuant to the merger agreement by and among Prysmian S.p.A., Alisea Corp., and General Cable, dated as of December 3, 2017, ("Merger Agreement"): (i) 4,447 shares of common stock were cancelled and converted into the right to receive \$30.00 per share in cash without interest, and (ii) 5,269 restricted stock units ("RSUs") were each cancelled and converted into an award (a "Converted RSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such RSU multiplied by \$30.00. Each Converted RSU is subject to the same terms and conditions that were applicable to such RSU immediately prior to the effective time, provided that the Converted RSU will vest on the earlier of (A) the originally scheduled vesting date and (B) the date that is six months after the completion of the merger, subject to continued service through such time (or upon such officer's earlier qualifying termination of employment).
- (2) Pursuant to the Merger Agreement, each share of common stock was converted into the right to receive \$30.00 in cash without interest.
- (3) This performance stock unit ("PSU") was granted on February 22, 2017 with a three-year performance period commencing as of January 1, 2017. Pursuant to the Merger Agreement, each outstanding PSU granted in 2017 was cancelled and converted into an award (a "2017

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Converted PSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such PSU (based on target performance) multiplied by \$30.00. Each 2017 Converted PSU is subject to the same terms and conditions that were applicable to such PSU immediately prior to the effective time of the merger, provided that the performance-vesting conditions no longer apply.

- This option, which was granted on February 10, 2017, provided for vesting in three equal annual installments beginning on February 18, (4) 2018. Pursuant to the Merger Agreement, each outstanding stock option was cancelled and converted into the right to receive (without interest) an amount in cash equal to the excess of \$30.00 over the exercise price per share of common stock subject to such stock option.

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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