Clark James Anthony Form 4 November 01, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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).

(City)

(State)

(Zip)

(Print or Type Responses)

Name and Address of Reporting Person * Clark James Anthony	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 3. Date of Earliest Transaction		(Check all applicable)		
10000 ALLIANCE ROAD	(Month/Day/Year) 11/01/2018	Director 10% Owned Selow) Other (specification)  CEO and President		
(Street)	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		
CINCINNATI, OH 45242		Form filed by More than One Reporting Person		

•		Table	I - Moll-De	iivauve S	ecui mes Ac	quireu, Disposeu	oi, oi benencia	ny Owneu
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(A)	Reported		
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
C			Code v	Amount	(D) Flice			
Common						0	D	
Shares						O	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I. Non Derivative Securities Acquired Disposed of or Reneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Clark James Anthony - Form 4

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 4.4	11/01/2018		A	500,000	<u>(1)</u>	11/01/2028	Common Shares	500,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>FB</b>	Director	10% Owner	Officer	Other			
Clark James Anthony							
10000 ALLIANCE ROAD			CEO and President				
CINCINNATI, OH 45242							

#### **Signatures**

/s/ F. Mark Reuter as Attorney-in-Fact for James A. Clark 11/01/2018

\*\*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).

Non-qualified stock option granted pursuant to the Employment Agreement dated October 15, 2018 between the Reporting Person and the Issuer as an inducement award outside the Issuer's 2012 Stock Incentive Plan in accordance with NASDAQ Listing Rule 5635(c)(4). The option vests as follows: (i) 250,000 shares on November 1, 2021; (ii) 125,000 shares if the closing price per share of the Issuer's

(1) common stock is at least \$9.50 per share prior to the expiration of the option; and (iii) 125.000 shares if the closing price per share of the Issuer's common stock is at least \$15.00 per share prior to the expiration of the option. The vesting of the option as to each tranche of shares is subject to the Reporting Person's continued employment with the Issuer as President and Chief Executive Officer on November 1, 2021.

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.

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