

PAGLIARA TRACY D

Form 4

November 16, 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 *
PAGLIARA TRACY D

(Last) (First) (Middle)

**C/O WILLIAMS INDUSTRIAL
SRVS GRP INC., 100 CRESCENT
CENTRE PKWY STE 1240**

(Street)

TUCKER, GA 30084

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**Williams Industrial Services Group
Inc. [WLMS]**

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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, \$0.01 par value per share	11/16/2018		P	12,500	A	307,559	D
					(A) or (D)		
					Price		
					\$		
					2.0945		
					(1)		

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

number.

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 Number Shares
Performance-Based Restricted Stock Units	(2)					(2)	(2)	Common Stock	73,00
Performance-Based Restricted Stock Units	(3)					(3)	(3)	Common Stock	104,16

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAGLIARA TRACY D C/O WILLIAMS INDUSTRIAL SRVS GRP INC. 100 CRESCENT CENTRE PKWY STE 1240 TUCKER, GA 30084	X		President and CEO	

Signatures

/s/ Charles E. Wheelock for Tracy D. Pagliara by Power of Attorney

11/16/2018

__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) Represents the weighted average purchase price of multiple transactions with a range of prices between \$2.07 and \$2.10. The reporting person hereby undertakes to provide, upon request by the U.S. Securities and Exchange Commission staff, the issuer or a stockholder of the issuer, full information regarding the number of shares purchased at each separate price.
- (2) Each performance-based restricted stock unit ("PRSU") represents a contingent right to receive one share of common stock of Williams Industrial Services Group Inc. (the "Company"). The applicable performance goal will be satisfied if the Company's common stock achieves a specified per share market price for any period of 30 consecutive trading days prior to August 5, 2021 (the "2016 performance goal"). As of the date hereof, the 2016 performance goal has not been achieved. The PRSUs were to generally vest in two

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equal installments on March 30, 2017 and March 30, 2018 if the 2016 performance goal had been met by such date, and PRSUs remain subject to continued employment through the vesting date. If the Company has not achieved the performance goal by August 5, 2021, all unvested PRSUs will be forfeited.

- (3) Each PRSU represents a contingent right to receive one share of the Company's common stock. The applicable performance goal will be satisfied if the Company's common stock achieves a specified per share market price for any period of 30 consecutive trading days prior to June 30, 2021 (the "2018 performance goal"). The PRSUs generally vest in three equal installments on March 31 of each of 2019, 2020 and 2021, respectively, provided that the 2018 performance goal has been met by such date (and, if not, through the date the 2018 performance goal is subsequently achieved), and are subject to continued employment through the vesting date. If the Company has not achieved the performance goal by June 30, 2021, all unvested PRSUs will be forfeited.

Remarks:

Effective June 29, 2018, the Company changed its legal name from "Global Power Equipment Group Inc." to "Williams Indus

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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