

FEDERATED INVESTORS INC /PA/

Form 4

July 05, 2017

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DONAHUE J CHRISTOPHER

2. Issuer Name **and** Ticker or Trading  
Symbol  
FEDERATED INVESTORS INC  
/PA/ [FII]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
1001 LIBERTY  
AVENUE, FEDERATED  
INVESTORS, INC.

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/30/2017

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

(Street)  
PITTSBURGH, PA 15222-3779

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)
Class B Common Stock	06/30/2017		G	V 1 <sup>(1)</sup> A \$ 0	458,385 <sup>(2)</sup>	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock	06/30/2017		J <sup>(3)</sup>	710 <sup>(4)</sup> D \$ 0	297,972 <sup>(5)</sup>	I	Held indirectly by The Beechwood Company, L.P.

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Class B Common Stock	06/30/2017	J <sup>(6)</sup>	9,439 (7)	A	\$ 0	1,024,785 <sup>(2)</sup>	I	Held indirectly by Richmond Farm, L.P.
Class B Common Stock						1,684,920	D	
Class B Common Stock						5,819	I	Held indirectly by John F. Donahue Revocable Trust
Class B Common Stock						5,819	I	Held indirectly by Rhodora J. Donahue Revocable Trust
Class B Common Stock						592,766	I	Held indirectly by power of attorney
Class B Common Stock						82	I	Held indirectly by AWOL, Inc.
Class B Common Stock						569,880	I	Held indirectly by The John F. Donahue and Rhodora J. Donahue Joint Revocable Trust

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DONAHUE J CHRISTOPHER 1001 LIBERTY AVENUE FEDERATED INVESTORS, INC. PITTSBURGH, PA 15222-3779	X Chairman, President & CEO

## Signatures

/s/ John D. Martini  
(Attorney-in-Fact) 07/05/2017

\_\_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).

Richmond Farm, LLC ("Richmond LLC") is the sole general partner of Richmond Farm, L.P. ("Richmond L.P."). The John F. and Rhodora J. Donahue New Richmond Farm Trust, of which the reporting person is a trustee, was gifted a majority of the voting shares of Richmond LLC. As a result of the transaction, the number of shares of Federated Investors, Inc. Class B Common Stock in which the reporting person has an indirect interest due to his interest in Richmond L.P. through Richmond LLC will increase by the amount indicated in Box 4.

(2) The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Richmond Farm L.P. except to the extent of his pecuniary interest therein.

The described transaction did not involve any public sale of shares and was done for family governance purposes. On June 30, 2017, The Beechwood Company, L.P. ("Beechwood") transferred shares of Federated Investors, Inc. Class B Common Stock to Richmond Farm, L.P. as part of a support agreement. Beechmax, Inc. ("Beechmax") is the sole general partner of Beechwood and the reporting person is a shareholder of Beechmax. The reporting person has a limited partnership interest in Beechwood.

(4) As a result of the transaction, the number of shares of Federated Investors, Inc. Class B Common Stock in which the reporting person has an indirect interest due to his limited partnership interest in Beechwood will decrease by the amount indicated in Box 4.

The shares of Federated Investors, Inc. Class B Common Stock reported represent the reporting person's proportional beneficial interest (through his voting interest in the general partner) as shareholder of the general partner in shares of issuer securities held by Beechwood. The reporting person disclaims beneficial ownership of the Federated Investors, Inc. Class B Common Stock held by Beechwood except to the extent of his pecuniary interest therein.

(6) As described in Footnote 3, Richmond L.P. received shares of Federated Investors, Inc. Class B Common Stock as part of a support agreement. Richmond LLC is the sole general partner of Richmond L.P. and the reporting person is a member of Richmond LLC and a trustee of The John F. and Rhodora J. Donahue New Richmond Farm Trust, which holds a majority of the voting shares of Richmond

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LLC.

- (7) As a result of the transaction, the number of shares of Federated Investors, Inc. Class B Common Stock in which the reporting person has an indirect interest due to his interest in Richmond L.P. through Richmond LLC will increase by the amount indicated in Box 4.

**Remarks:**

The Power of Attorney dated April 24, 2014 is incorporated herein by reference.

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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