

Gould Kevin S
 Form 4
 October 30, 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 *
 Gould Kevin S

(Last) (First) (Middle)
 2948 WAUNETA STREET
 (Street)

NEWBURY PARK, CA 91320

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BIO-TECHNE Corp [TECH]

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/26/2017

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)

SVP Clinical Controls

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 1,355 ⁽¹⁾ | D | |

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

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

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| 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 |
| Restricted Stock Units | <u>(2)</u> | 10/26/2017 | | A | | 1,949 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 1,949 |
| Stock Options (Right to buy) | \$ 125.05 | 10/26/2017 | | A | | 10,742 | | <u>(3)</u> | 08/09/2024 | Common Stock | 10,742 |
| Stock Options (Right to buy) | \$ 125.05 | 10/26/2017 | | A | | 14,323 | | <u>(4)</u> | 08/09/2024 | Common Stock | 14,323 |
| Restricted Stock Units | <u>(2)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 2,111 |
| Stock Options (Right to Buy) | \$ 106.59 | | | | | | | <u>(6)</u> | 08/18/2023 | Common Stock | 17,371 |
| Stock Options (Right to Buy) | \$ 106.59 | | | | | | | <u>(5)</u> | 08/18/2023 | Common Stock | 13,028 |
| Stock Options (Right to Buy) | \$ 97.23 | | | | | | | <u>(7)</u> | 07/09/2022 | Common Stock | 50,000 |
| Stock Options (Right to Buy) | \$ 97.23 | | | | | | | <u>(8)</u> | 07/09/2022 | Common Stock | 15,000 |
| Stock Options (Right to Buy) | \$ 88.23 | | | | | | | <u>(9)</u> | 01/04/2023 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gould Kevin S 2948 WAUNETA STREET NEWBURY PARK, CA 91320 | | | SVP Clinical Controls | |

Signatures

/s/ Brenda S. Furlow, attorney in fact for Kevin Gould pursuant to Power of Attorney filed here with

10/30/2017

__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).
- (1) Includes 834 shares of restricted stock units that vest on 7/9/18.
- (2) Each restricted stock unit represents a contingent right to receive one share of Bio-Techne common stock.
- (3) Vests in full or in part on 8/9/2020 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).
- (4) Vests 3,580 shares on 8/9/2018 and 3,581 shares each on 8/9/2019, 8/9/2020, 8/9/2021.
- (5) Vests in full or in part on 8/18/19 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).
- (6) Vests 4,343 shares on each of 8/18/17, 8/18/18 and 8/18/19, and 4,342 shares on 8/18/20.
- (7) 50,000 common stock options vest if certain performance goals are achieved for the 12 months ending 05/31/18.
- (8) Vests as to 3,750 shares on each of 7/9/16, 7/9/17, 7/9/18 and 7/9/19.
- (9) Vests as to 2,500 shares on each of 01/04/17, 01/04/18, 01/04/19 and 01/04/20.

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