

ATN International, Inc.
Form 4
September 23, 2016

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

OMB APPROVAL

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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 *
BENINCASA JUSTIN D

(Last) (First) (Middle)

C/O ATLANTIC
TELE-NETWORK, INC., 500
CUMMINGS CENTER

(Street)

BEVERLY, MA 01915

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATN International, Inc. [ATNI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/22/2016

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)
CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 09/22/2016 | | M | 1,821 | A \$ 23.78 | 48,364 | D |
| Common Stock | 09/22/2016 | | M | 4,146 | A \$ 46.85 | 52,510 | D |
| Common Stock | 09/22/2016 | | M | 3,033 | A \$ 32.96 | 55,543 | D |
| Common Stock | 09/22/2016 | | J | 5,004 (4) | D \$ 67.45 | 50,539 | D |

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

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(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 (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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option | \$ 23.78 | 09/22/2016 | | M | 1,821 | <u>(1)</u> 12/05/2018 | Common Stock | 1,821 |
| Stock Option | \$ 46.85 | 09/22/2016 | | M | 4,146 | <u>(2)</u> 02/11/2020 | Common Stock | 4,146 |
| Stock Option | \$ 32.96 | 09/22/2016 | | M | 3,033 | <u>(3)</u> 03/15/2021 | Common Stock | 3,033 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BENINCASA JUSTIN D
C/O ATLANTIC TELE-NETWORK, INC.
500 CUMMINGS CENTER
BEVERLY, MA 01915

CFO

Signatures

/s/ Justin D.
Benincasa

09/23/2016

**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) The option vested in equal installments on each of December 5, 2009, 2010, 2011 and 2012.

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- (2) The option vested in equal installments on each of February 11, 2010, 2011, 2012 and 2013.
- (3) The option vested in equal installments on each of March 15, 2011, 2012, 2013 and 2014.
- (4) Reflects shares withheld by the Company for payment of Mr. Benincasa's purchase price and tax obligations resulting from the exercise of options.

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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