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Ngo Nhat H										
Form 4 February 08	2018									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 or Form 5	er STATEMEN 6.	T OF CHAN	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires:January 31, 2005Estimated average burden hours per response0.5	
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)									
1. Name and A Ngo Nhat H	Symbol	-				5. Relationship of Reporting Person(s) to Issuer				
(Least)	(First) (Middl							eck all applicable)		
(Last) C/O OMNIC E.MIDDLEI	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2017				Director 10% Owner Officer (give title Other (specify below) EVP, Marketing, S & B D				
	(Street) 4. If Amen Filed(Mont						 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
MOUNTAIN	N VIEW, CA 94043						Person	More than One R	eporting	
(City)	(State) (Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesHBeneficially(OwnedH	(D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock							47,579	D		
Common Stock	02/06/2018		А	8,136 (2)	А	\$0	55,715	D		
Common Stock	02/06/2018		А	9,224 (<u>3)</u>	А	\$0	64,939	D		

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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
Stock Option (Right to Buy)	\$ 44.25	02/06/2018		А	36,096 (1)	02/06/2019	02/06/2028	Common Stock	36,096

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Ngo Nhat H C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043			EVP, Marketing, S & B D				
Signatures							

Reporting Person

/s/ Nhat Ngo 02/08/2018 **Signature of

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) Shares shall vest ratably over 48 month period, with a year cliff.
- (2) Restricted Stock Units shall vest semiannually on 6/15 and 12/15 for a period of 4 years.

The Performance-based restricted stock unit awards vest as to 25% of the shares on the date of the Compensation Committee meeting in 2019 when the Committee reviews the performance-based metrics and determines if they were met or not with the remaining shares

(3) vesting on a semi-annual basis over a period of thirty-six months commencing on June 15, 2019 if the Company meets certain stock performance objectives compared to the NASDAQ Healthcare Index. The actual number of performance based stock awards that vest may be 0%, 50% or 100% of the numbers reflected above, depending upon the Company's performance.

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.