

Sapienza Edwin

Form 3

October 19, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Sapienza Edwin

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/15/2018

3. Issuer Name and Ticker or Trading Symbol

TRANS WORLD ENTERTAINMENT CORP [TWMC]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

38 CORPORATE CIRCLE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Financial Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

ALBANY, NY 12203

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share

1,250

D

A

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)Date
ExercisableExpiration
Date

Title

Amount or
Number of

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				Shares		(I) (Instr. 5)	
Employee Stock Options(Right to Buy) <u>(1)</u>	Â <u>(3)</u>	Â <u>(2)</u>	Common stock, par value \$0.01 per share	8,000	\$ 1.73	D	Â
Employee Stock Options(Right to Buy) <u>(1)</u>	Â <u>(3)</u>	Â <u>(2)</u>	Common stock, par value \$0.01 per share	10,000	\$ 2.53	D	Â
Employee Stock Options(Right to Buy) <u>(1)</u>	Â <u>(3)</u>	Â <u>(2)</u>	Common stock, par value \$0.01 per share	10,000	\$ 4.87	D	Â
Employee Stock Options(Right to Buy) <u>(1)</u>	Â <u>(4)</u>	Â <u>(2)</u>	Common stock, par value \$0.01 per share	7,500	\$ 3.36	D	Â
Employee Stock Options(Right to Buy) <u>(1)</u>	Â <u>(5)</u>	Â <u>(2)</u>	Common stock, par value \$0.01 per share	7,500	\$ 3.88	D	Â
Employee Stock Options(Right to Buy) <u>(1)</u>	Â <u>(6)</u>	Â <u>(2)</u>	Common stock, par value \$0.01 per share	7,500	\$ 3.81	D	Â
Employee Stock Options(Right to Buy) <u>(1)</u>	Â <u>(7)</u>	Â <u>(2)</u>	Common stock, par value \$0.01 per share	25,000	\$ 1.85	D	Â
Employee Stock Options(Right to Buy)	Â <u>(8)</u>	Â <u>(2)</u>	Common stock, par value \$0.01 per share	25,000	\$ 0.98	D	Â
Restricted Stock Units <u>(1)</u>	Â <u>(9)</u>	Â <u>(11)</u>	Common stock, par value \$0.01 per	3,750	\$ 0	D	Â

Restricted Stock Units ⁽¹⁾	Â ⁽¹⁰⁾	Â ⁽¹¹⁾	share				
			Common stock, par value	5,000	\$ 0	D	Â
			\$0.01 per share				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sapienza Edwin 38 CORPORATE CIRCLE ALBANY, NY 12203	Â	Â	Â Chief Financial Officer	Â

Signatures

Edwin J. Sapienza 10/19/2018

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) All of the equity transactions listed above are pursuant to equity plans qualified under Rule 16b-3 and exempt from Section 16(b) of the Securities Exchange Act.
- (2) All grants expire 10 years from the date of grant.
- (3) All grants are fully vested as of the earliest reporting date.
- (4) 6,000 options are vested as of the earliest reporting date. 1,500 stock options vest on 6/3/2019.
- (5) 5,625 options are vested as of the earliest reporting date. 1,875 stock options vest on 5/15/2019.
- (6) 3,750 options are vested as of the earliest reporting date. 1,875 stock options vest on 5/6/2019 and 1,875 stock options vest on 5/6/2020.
- (7) 6,250 options are vested as of the earliest reporting date. 6,250 stock options vest on 5/1/2019, 6,250 stock options vest on 5/1/2020 and 6,250 options vest on 5/1/2021.
- (8) 6,250 stock options vest on 6/27/2019, 6,250 stock options vest on 6/27/2020, 6,250 stock options vest on 6/27/2021 and 6,250 options vest on 5/1/2022.
- (9) 1,250 RSUs vest on 5/1/2019, 1,250 RSUs vest on 5/1/2020 and 1,250 RSUs vest on 5/1/2021.
- (10) 1,250 RSUs vest on 6/27/2019, 1,250 RSUs vest on 6/27/2020, 1,250 RSUs vest on 6/27/2021 and 1,250 RSUs vest on 6/27/2022.
- (11) Restricted Stock Units terminate upon vesting.

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.