

CECO ENVIRONMENTAL CORP  
 Form 4  
 December 09, 2016

**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 \*  
 DEZWIREK JASON

2. Issuer Name and Ticker or Trading Symbol  
 CECO ENVIRONMENTAL CORP  
 [CECE]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2300 YONGE STREET, SUITE 1710  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/08/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

TORONTO, A6 M4P 1E4

(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    |                                      |  |                                |   | 1,377,974   | D  |  |
| Common Stock                    | 12/08/2016                           |  | X                              |   | 250,000   | A  | \$ 9.07                                    |
| Common Stock                    | 12/08/2016                           |  | D <sup>(2)</sup>               |   | 160,360   | D  | \$ 14.14                                   |
|                                 |                                      |  |                                |   | 2,709,546   | I  |  |

By Icarus Investment Corp. <sup>(1)</sup>  
 By Icarus Investment Corp. <sup>(1)</sup>

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) |              |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number of Shares |
| Warrant (right to buy)                     | \$ 9.07  | 12/08/2016                           |  | X                              | 250,000   | 12/28/2006 12/28/2016                                    |   | Common Stock | 250,000                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DEZWIREK JASON<br>2300 YONGE STREET, SUITE 1710<br>TORONTO, A6 M4P 1E4 | X             | X         |         |       |

## Signatures

/s/ Jason DeZwirek 12/09/2016

\*\*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) Filer is an officer of Icarus Investment Corp. ("Icarus") and disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- On December 8, 2016, Icarus exercised in full a warrant to purchase 250,000 shares of common stock of CECO Environmental Corp. ("CECO") for \$9.07 per share. Icarus paid the exercise price on a cashless basis pursuant to the terms of the warrant agreement governing the warrant, resulting in CECO's withholding of 160,360 of the warrant shares to pay the exercise price and issuing to Icarus the remaining 89,640 of the warrant shares. The payment of the exercise price of the warrant on a cashless basis was previously approved by the Compensation Committee of the Board of Directors of CECO for purposes of Rule 16b-3(e) under the Securities Exchange Act of 1934.
- (2)

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.