

Patriacca Todd  
Form 4  
October 18, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Patriacca Todd

(Last) (First) (Middle)

C/O ALTRA INDUSTRIAL  
MOTION CORP., 300 GRANITE  
STREET SUITE 201

(Street)

BRAINTREE, MA 02184

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Altra Industrial Motion Corp.  
[AIMC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/16/2018

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)  
VP Finance & Corp Controller

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value, \$0.001	10/16/2018		A		1,536 (1)	A \$ 39.4	23,001 D
Common Stock, par value, \$0.001	10/16/2018		A		645 (2)	A \$ 39.4	23,646 D
Common Stock, par	10/16/2018		A		1,513 (3)	A \$ 39.4	25,159 D

value,  
\$0.001

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

**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.**

SEC 1474  
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Patriacca Todd  
C/O ALTRA INDUSTRIAL MOTION CORP.  
300 GRANITE STREET SUITE 201  
BRAINTREE, MA 02184

VP Finance & Corp Controller

## Signatures

Todd Patriacca,  
Attorney-In-Fact 10/18/2018

\_\_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) Represents performance shares (and related accrued dividend equivalents) that were converted on October 16, 2018 into restricted common stock, par value \$0.001 ("Restricted Common Stock"), upon the Compensation Committee's determination that certain performance goals had been met. The recent transaction between the Company and Fortive Corporation, which closed on October 1, 2018, constituted a "change in control" with respect to the performance shares resulting in the conversion of such performance shares into Restricted Common Stock based on the level of achievement of performance goals that measured the Company's total shareholder return

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("TSR") against the TSR of a peer group of companies over the period from January 1, 2016 to September 30, 2018. The Restricted Common Stock is subject to forfeiture until February 15, 2019.

Represents performance shares (and related accrued dividend equivalents) that were converted on October 16, 2018 into restricted common stock, par value \$0.001 ("Restricted Common Stock"), upon the Compensation Committee's determination that certain performance goals had been met. The recent transaction between the Company and Fortive Corporation, which closed on October 1,

- (2) 2018, constituted a "change in control" with respect to the performance shares resulting in the conversion of such performance shares into Restricted Common Stock based on the level of achievement of performance goals that measured the Company's total shareholder return ("TSR") against the TSR of a peer group of companies over the period from January 1, 2017 to September 30, 2018. The Restricted Common Stock is subject to forfeiture until February 23, 2020.

Represents performance shares (and related accrued dividend equivalents) that were converted on October 16, 2018 into restricted common stock, par value \$0.001 ("Restricted Common Stock"), upon the Compensation Committee's determination that certain performance goals had been met. The recent transaction between the Company and Fortive Corporation, which closed on October 1,

- (3) 2018, constituted a "change in control" with respect to the performance shares resulting in the conversion of such performance shares into Restricted Common Stock based on the level of achievement of performance goals that measured the Company's return on invested capital over the period from January 1, 2018 to September 30, 2018. The Restricted Common Stock is subject to forfeiture until February 15, 2021.

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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