

KADANT INC  
Form 4  
March 11, 2015

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROWN, SCOTT P**

(Last) (First) (Middle)

**KADANT INC., ONE  
TECHNOLOGY PARK DRIVE**

(Street)

**WESTFORD, MA 01886**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**KADANT INC [KAI]**

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

**03/09/2015**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             | Code V                                  | (A)<br>or<br>(D) Price                                                     | 10,000                                                                                                             | D                                                                    |                                                                   |

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)**

## Edgar Filing: KADANT INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code V (A) (D)                       |                                                                                                              | Date<br>Exercisable Expiration<br>Date                         | Title                                                               |                                     |
| Restricted<br>Stock Unit<br>(1)                     | \$ 0                                                               | 03/09/2015                              |                                                             | A                                    | 5,000                                                                                                        | (1) 01/02/2016                                                 | Common<br>Stock                                                     | 5,000<br>(1)                        |
| Restricted<br>Stock Unit<br>(2)                     | \$ 0                                                               | 03/09/2015                              |                                                             | A                                    | 10,000                                                                                                       | (2) 03/28/2020                                                 | Common<br>Stock                                                     | 10,000<br>(2)                       |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships                    |
|----------------------------------------------------------------------------------|----------------------------------|
|                                                                                  | Director 10% Owner Officer Other |
| BROWN, SCOTT P<br>KADANT INC.<br>ONE TECHNOLOGY PARK DRIVE<br>WESTFORD, MA 01886 | X                                |

## Signatures

by Sandra L. Lambert for Scott P.  
Brown 03/11/2015

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).

- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the issuer's common stock. The RSU vests in four
- (1) installments of 1,250 shares each on the last day of each of the issuer's first, second, third and fourth quarters of fiscal 2015 provided the recipient continues to serve as a director of the issuer.
- The Restricted Stock Unit may be settled solely in cash ("Cash-Settled RSU"). Each Cash-Settled RSU is the economic equivalent of one share of common stock of the issuer. The Cash-Settled RSU vests only upon a change-in-control of the issuer that occurs during the
- (2) period beginning on the first day of the issuer's second quarter of fiscal year 2015 (April 5, 2015) and ending on the last day of the issuer's first quarter of fiscal year 2020 (March 28, 2020). The Cash-Settled RSU is forfeited in the event the recipient ceases to be a director of the issuer for any reason other than a change in control prior to the RSU vesting date.

### Remarks:

EXHIBIT LIST

Exhibit 24 - Limited Power of Attorney for Section 16 Reporting Obligations

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: KADANT INC - Form 4

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.