

SIERRA WIRELESS INC
Form 4
December 08, 2017

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 *
SIERRA WIRELESS INC

2. Issuer Name and Ticker or Trading Symbol
NUMEREX CORP /PA/ [NMRX]

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

(Last) (First) (Middle)
13811 WIRELESS WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2017

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

RICHMOND, BRITISH COLUMBIA, Z4 V6V 3A4

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

(City) (State) (Zip)

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 | (D) | Price |
| Class A Common Stock, no par value | 12/07/2017 | | P | | 19,680,040 <u>(1)</u> <u>(2)</u> <u>(3)</u> | A | <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| | | | | | 19,680,040 <u>(1)</u> <u>(2)</u> <u>(3)</u> | 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)

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| 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SIERRA WIRELESS INC
13811 WIRELESS WAY
RICHMOND, BRITISH COLUMBIA, Z4 V6V 3A4

X

Signatures

/s/ David G. McLennan, Chief Financial Officer and Secretary

12/08/2017

__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).

On December 7, 2017, pursuant to the Agreement and Plan of Merger, dated as of August 2, 2017 (the "Merger Agreement"), by and among Sierra Wireless, Inc. ("Sierra Wireless"), Wireless Acquisition Sub, Inc., a Delaware corporation and direct, wholly-owned subsidiary of Sierra Wireless ("Merger Sub"), and Numerex Corp. ("Numerex"), Merger Sub merged with and into Numerex, with (1) Numerex surviving as a wholly-owned subsidiary of Sierra Wireless (the "Merger"). Pursuant to the Merger Agreement, at the Effective Time of the Merger (the "Effective Time"), each share of Class A Common Stock, no par value, of Numerex issued and outstanding immediately prior to the Effective Time was converted into the right to receive 0.1800 common shares, no par value, of Sierra Wireless (the "Merger Consideration").

(Continued from Footnote 1) Additionally, each outstanding restricted stock unit, in-the-money option and in-the-money stock appreciation right of Numerex was cancelled in exchange for the right to receive the Merger Consideration in accordance with the terms of the Merger Agreement. Subject to certain exceptions specified in the Merger Agreement, each outstanding warrant issued by Numerex (with the exception of that certain warrant, dated as of June 7, 2017, issued by Numerex to HCP-FVF, LLC) was cancelled in exchange for the right to receive the Merger Consideration or, if not exercised, was otherwise cancelled at the Effective Time.

(3) This figure represents 100% of the shares of Class A Common Stock, no par value, of Numerex issued and outstanding immediately prior to the Effective Time.

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.