

West Brooks
Form 4
June 26, 2018

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 *
West Brooks

(Last) (First) (Middle)

C/O ANALOGIC CORPORATION, 8 CENTENNIAL DRIVE

(Street)

PEABODY, MA 01960

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANALOGIC CORP [ALOG]

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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. 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/22/2018		M	2,704 A (2) 2,704		D	
Common Stock	06/22/2018		M	4,868 A (3) 7,572		D	
Common Stock	06/22/2018		D	7,572 D \$ 84 (1) 0		D	

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

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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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	06/22/2018		M	2,704	(2)	(2)	Common Stock	2,704
Restricted Stock Units	(3)	06/22/2018		M	4,868	(3)	(3)	Common Stock	4,868

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
West Brooks C/O ANALOGIC CORPORATION 8 CENTENNIAL DRIVE PEABODY, MA 01960			See Remarks	

Signatures

/s/ John J. Fry by Power of Attorney for Brooks West 06/26/2018

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).

On June 22, 2018, pursuant to the Agreement and Plan of Merger, by and among the issuer, AC Merger Sub, Inc. ("Merger Sub") and ANLG Holding Company, Inc. ("Parent"), dated April 10, 2018 (the "Merger Agreement"), Merger Sub merged with and into the issuer (1) (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of Parent. Pursuant to the Merger Agreement, at the effective time of the Merger, the shares of Common Stock automatically converted into the right to receive \$84.00 per share in cash (the "Merger Consideration").

(2)

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Represents unvested time-based restricted stock unit awards that became vested and were converted in the Merger into the right to receive the Merger Consideration. Pursuant to the terms of the Merger Agreement, each outstanding and unvested time-based restricted share unit as of immediately prior to the Effective Time vested in full and was automatically canceled and converted into the right to receive the Merger Consideration for each underlying share.

- (3) Represents unvested performance-based share unit awards that became vested and were converted in the Merger into the right to receive the Merger Consideration. Pursuant to the terms of the Merger Agreement, each outstanding and unvested performance-based restricted share unit as of immediately prior to the Effective Time vested with respect to the number of shares of Common Stock that would have been earned in accordance with the methodology set forth in the applicable award agreement or previously established by the Compensation Committee of the issuer's Board of Directors and was automatically canceled and converted into the right to receive the Merger Consideration for each underlying share.

Remarks:

Senior Vice President and General Manager, Global Ultrasound Business

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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