

CTS CORP  
Form 144  
December 03, 2015

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

SEC USE ONLY  
DOCUMENT SEQUENCE  
NO.

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

CUSIP NUMBER

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

|  |                            |                            |               |          |                                    |
|--|----------------------------|----------------------------|---------------|----------|------------------------------------|
| 1 (a) NAME OF ISSUER (Please type or print)                          | (b) IRS IDENT. NO.         | (c) S.E.C. FILE NO.        | WORK LOCATION |          |                                    |
| CTS Corporation  | 35-0225010                 | 001-04639                  |               |          |                                    |
| 1 (d) ADDRESS OF ISSUER  | STREET                     | CITY                       | STATE         | ZIP CODE | (e) TELEPHONE NO. AREA CODE NUMBER |
| 1142 West Beardsley Avenue   |                            | Elkhart                    | Indiana       | 46514    | 574 523-3800                       |
| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | (b) RELATIONSHIP TO ISSUER | (c) ADDRESS STREET         | CITY          | STATE    | ZIP CODE                           |
| CTS Corporation Pension Plan   | Affiliate (1)              | 1142 West Beardsley Avenue | Elkhart       | Indiana  | 46514                              |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3(a)  | (b)  | SEC USE ONLY              | (c)  | (d)  | (e)   | (f)   | (g)  |
|---|--|---------------------------|--|--|---|---|--|
| Title of the Class of Securities To Be Sold | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number of Shares or Other Units To Be Sold<br><i>(See instr. 3(c))</i> | Aggregate Market Value<br><i>(See instr. 3(d))</i> | Number of Shares or Other Units Outstanding<br><i>(See instr. 3(e))</i> | Approximate Date of Sale<br><i>(See instr. 3(f))</i><br>(MO. DAY YR.) | Name of Each Securities Exchange<br><i>(See instr. 3(g))</i> |
| Common Stock, without par value             | Sidoti & Company, LLC<br>122 E 42nd Street<br>New York, New York 10168   |                           | 160,000  | \$2,990,400 (2)                                    | 32,637,797 (3)  | (4)   | New York Stock Exchange                                      |

INSTRUCTIONS:

- |  |  |
|--|--|
| 1.(a) Name of issuer   | 3.(a) Title of the class of securities to be sold  |
| (b) Issuer's I.R.S. Identification Number                            | (b) Name and address of each broker through whom the securities are intended to be sold  |
| (c) Issuer's S.E.C. file number, if any                              | (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  |
| (d) Issuer's address, including zip code                             | (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice   |
| (e) Issuer's telephone number, including area code                   | (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer |
| 2.(a) Name of person for whose account the securities are to be sold | (f) Approximate date on which the securities are to be sold  |
|  | (g) Name of each securities exchange, if any, on which the securities are intended to be sold  |

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(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)

(c) Such person's address, including zip code

**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 control number.**

SEC 1147 (08-07)

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**TABLE I SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

| <b>Title of the Class</b>       | <b>Date you Acquired</b> | <b>Nature of Acquisition Transaction</b> | <b>Name of Person from Whom Acquired<br/>(If gift, also give date donor acquired)</b> | <b>Amount of Securities Acquired</b> | <b>Date of Payment</b> | <b>Nature of Payment</b> |
|---------------------------------|--------------------------|--|---|--------------------------------------|------------------------|--------------------------|
| Common Stock, without par value | (5)                      | (5)                                      | CTS Corporation (5)   | 1,458,900                            | (5)                    | (5)                      |

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

| <b>Name and Address of Seller</b> | <b>Title of Securities Sold</b> | <b>Date of Sale</b> | <b>Amount of Securities Sold</b> | <b>Gross Proceeds</b> |
|-----------------------------------|---------------------------------|---------------------|----------------------------------|-----------------------|
| N/A                               |                                 |                     |                                  |                       |

**REMARKS:**

- (1) Ashish Agrawal, the Vice President and Chief Financial Officer of CTS Corporation (the Issuer), serves as the Named Administrator of the CTS Corporation Pension Plan (the Plan).
- (2) Based on a sale price of \$18.69 per share, which was the closing price of the common stock on the New York Stock Exchange on November 24, 2015.
- (3) Based on shares outstanding as of October 20, 2015, as reported on the Issuer's Form 10-Q for the fiscal quarter ended September 27, 2015.
- (4) The proposed transaction will be completed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 25, 2015.
- (5) Common stock was acquired by the Plan directly from the Issuer throughout the life of the Plan.

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly*

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paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

*disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

11/30/2015  
DATE OF NOTICE

\*\*\*s/ Ashish Agrawal, as Named Administrator of the Plan  
(SIGNATURE)

11/30/2015  
DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF  
RELYING ON RULE 10B5-1

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (02-08)