

Gatti Amerino  
Form 4  
January 28, 2019

**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  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gatti Amerino

(Last) (First) (Middle)

13131 DAIRY ASHFORD, SUITE  
600

(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

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

TEAM INC [TISI]

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

01/24/2019

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) CEO

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 Ownership (Instr. 4)
Common Stock <sup>(1)</sup>	01/24/2019		M	52,325 A \$ 0	52,325	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  
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	(1)	01/24/2019		M		52,325		(2)	(2)	Common Stock	52,325
Performance Stock Units	(3)	01/24/2019		F		17,675		(2)	(2)	Common Stock	17,675

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gatti Amerino 13131 DAIRY ASHFORD, SUITE 600 SUGAR LAND, TX 77478	X		CEO	

## Signatures

/s/ Amerino  
Gatti

01/28/2019

\*\*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)** Performance stock units convert into common stock on a one-for-one basis.

On January 24, 2018, the reporting person entered into a Performance Unit Award Agreement pursuant to which the reporting person was granted performance stock units ("PSU") covering 350,000 shares of Company common stock (the "Common Stock"). Each PSU represents a contingent right to receive one share of Common Stock. The PSUs vests in five equal installments based on the date on which each Common Stock price milestone specified in the Performance Unit Award Agreement is achieved during the performance period beginning January 24, 2018 and ending January 24, 2023 (or, if later, January 24, 2019, subject to continued employment through the applicable vesting date). The Common Stock price milestone for the vesting of the first twenty percent (20%) installment (the "Initial Installment") was met on May 31, 2018, however, pursuant to the Performance Unit Award Agreement, the Initial Installment does not vest until the first anniversary of the grant date, subject to the reporting person's continued employment through such anniversary date. The performance, time and employment criteria for the Initial Installment were met on January 24, 2019, resulting in the vesting of the award as to 70,000 shares of Common Stock.

**(3)** Represents the portion of Stock Units withheld for income taxes prior to settlement in Common Stock.

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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