

ARC Group Worldwide, Inc.
Form 4
February 14, 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 *
Kelley Drew M.

2. Issuer Name and Ticker or Trading Symbol
ARC Group Worldwide, Inc.
[ARCW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O ARC GROUP WORLDWIDE, INC., 810 FLIGHTLINE BLVD

02/10/2017

EVP, CFO & Treasurer

(Street)

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

DELAND, FL 32724

(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 Ownership (Instr. 4)
Common Stock				(A) or (D)	34,274	D	

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

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.4	02/10/2017		A	74,575	(1) 02/10/2027	Common Stock	74,575

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelley Drew M. C/O ARC GROUP WORLDWIDE, INC. 810 FLIGHTLINE BLVD DELAND, FL 32724			EVP, CFO & Treasurer	

Signatures

/s/ Drew M. Kelley
Date: 02/14/2017

**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).
- (1) The grant shall vest in its entirety on the date on which the closing price of the ARC Group Worldwide, Inc. (the Company) common stock on five or more consecutive trading days, as reported on the Nasdaq Stock Market, is equal to or greater than two times the exercise price, as long as such date is on or prior to December 31, 2018.
- (2) Includes (i) an incentive stock option exercisable for the purchase of 104,500 shares, granted on January 15, 2016, of which 20% vested on January 15, 2016 and the balance will vest in equal increments of 20% of the total award on each anniversary thereof;(ii) an incentive stock option exercisable for the purchase of 27,210 shares, granted and fully vested as of August 26,2016; and (iii) an incentive stock option for the purchase of 74,575 shares granted on February 10, 2017, which vests on the date in which the closing price of the Company's common stock on five or more consecutive trading days, is equal to or greater than two times the exercise price, as long as such date is on or prior to December 31, 2018.

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.