Edgar Filing: Rowny Michael J - Form 4

Rowny Micha Form 4	ael J									
August 08, 20									PPROVAL	
FORM	4 UNITED S	STATES SECUI Wa	RITIES A shington,			NGE (COMMISSION		3235-0287	
Check this box if no longer subject to Section 16. SECURITIES						Expires: Estimated a burden hou response	Estimated average burden hours per response 0.5			
(Print or Type R	esponses)									
Rowny Michael J Symbol			r Name and Ticker or Trading 'AR INC [NSR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)(First)(Middle)3. Date of (Month/D)21575 RIDGETOP CIRCLE08/08/20			-				X_ Director10% Owner Officer (give titleOther (specify below)below)			
			ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)		Zip) Tab	le I - Non-D	erivative	Securi	ties Acc	Person quired, Disposed of	f or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (D) (Instr. 3,	ties Adispose 4 and (A) or	cquired d of 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	
Class A Common Stock	08/08/2017		Code V D <u>(1)</u>	4,768	(D) D	Price \$ 33.5	0	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.

 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	08/08/2017		D	60,526	(2)	(2)	Class A Common Stock	60,526	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
Rowny Michael J 21575 RIDGETOP CIRCLE STERLING, VA 20166	Х						
Signatures							
/s/ Paul S. Lalljie, by power of attorney	08/08/2017						
**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).

Pursuant to an Agreement and Plan of Merger by and among the Issuer, Aerial Topco, L.P. ("Parent") and Aerial Merger Sub, Inc., a wholly-owned subsidiary of Parent ("Merger Sub"), the Merger Sub merged with and into the Issuer on August 8, 2017, with the Issuer and wholly-owned subsidiary of Parent (the "Merger"). At the effective time of the Merger and charge of Class A Common

 surviving as a wholly-owned subsidiary of Parent (the "Merger"). At the effective time of the Merger, each share of Class A Common Stock outstanding, automatically and without any required action on the part of the Reporting Person, was converted into the right to receive \$33.50 in cash, without interest.

Pursuant to an Agreement and Plan of Merger by and among the Issuer, Aerial Topco, L.P. ("Parent") and Aerial Merger Sub, Inc., a wholly-owned subsidiary of Parent ("Merger Sub"), the Merger Sub merged with and into the Issuer on August 8, 2017, with the Issuer surviving as a wholly-owned subsidiary of Parent (the "Merger"). At the effective time of the Merger, each restricted stock unit

(2) Surviving as a whony-owned substituary of ratent (the Werger). At the effective time of the Werger, each restricted stock unit outstanding subject to time-based vesting, automatically and without any required action on the part of the Reporting Person, became fully vested and canceled in exchange for a right to receive a cash payment in an amount equal to \$33.50, without interest, for each share of Class A Common Stock underlying the restricted stock unit, less any required withholding taxes.

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.