Grant Jerome Alan Form 4 December 07, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

100

(Print or Type Responses)

1. Name and Address of Reporting Person *

Grant Jerome Alan

16220 N SCOTTSDALE RD STE

(Last) (First)

(Middle)

(Street)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

UNIVERSAL TECHNICAL INSTITUTE INC [UTI]

3. Date of Earliest Transaction

(Month/Day/Year) 12/05/2017

4. If Amendment, Date Original

3.

6. Individual or Joint/Group Filing(Check

below)

Director

X_ Officer (give title

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

EVP & Chief Operating Officer

below)

SCOTTSDALE, AZ 85254

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8)

(Instr. 3, 4 and 5)

Amount

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(D) or Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

10% Owner

Other (specify

Common

(Instr. 3)

Stock, \$0.0001 par value

12/05/2017

Code V

44,379

(A)

(D)

44,379

Price

D

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

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(Instr. 3 and 4)

(9-02)

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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) Disposed of (Instr. 3, 4, a) 5)	rivative Expiration Date curities (Month/Day/Yea quired (A) or sposed of (D)		ate	7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Performance Units	(2)	12/05/2017		A	55,474		(2)	12/05/2020	Common Stock	55,4
Performance Cash	<u>(3)</u>	12/05/2017		A	\$ 187,500		(3)	12/05/2020	Cash (3)	\$ 187,

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Grant Jerome Alan 16220 N SCOTTSDALE RD STE 100 SCOTTSDALE, AZ 85254			EVP & Chief Operating Officer				

Signatures

/s/ Chad A. Freed, as attorney-in-fact

12/07/2017

**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 Board of Directors approved the grant on December 5, 2017. The restricted stock units vest in three equal annual installments.
 - Each performance unit represents a contingent right to receive one share of the Company's common stock, 50% of which vest based on the 2-year compound annual total shareholder return ("TSR") and 50% of which vest based on the 3-year compound annual TSR. For
- purposes of determining the TSR, the change in the price of the Company's common stock is based upon the 30-trading day average closing stock price (i) immediately preceding the grant date at the beginning of the performance period, and (ii) immediately preceding the second or third anniversary, as applicable, of the grant date at the end of the performance period. The number represents the maximum number of shares that may be delivered pursuant to the award, which is 150% of the target number of shares.
 - Represents a contingent right to receive cash, 50% of which vest based on the 2-year compound annual TSR and 50% of which vest based on the 3-year compound annual TSR. For purposes of determining the TSR, the change in the price of the Company's common stock is based upon the 30-trading day average closing stock price (i) immediately preceding the grant date at the beginning of the performance period, and (ii) immediately preceding the second or third anniversary, as applicable, of the grant date at the end of the performance
- period. The amount represents the maximum amount of cash that may be delivered pursuant to the award, which is 150% of the target amount of cash.

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.

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