

OLIVIER ROY W

Form 4

August 31, 2017

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
OLIVIER ROY W

2. Issuer Name **and** Ticker or Trading
Symbol
**ARI NETWORK SERVICES INC
/WI [ARIS]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**10850 W. PARK PLACE, SUITE
1200**

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

(Street)
MILWAUKEE, WI 53224

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/29/2017 | | M | | 22,000 | A | \$ 0 300,402 |
| Common Stock | 08/29/2017 | | D ⁽¹⁾ | | 300,402 | D | \$ 7.1 0 |
| Common Stock | 08/29/2017 | | D ⁽¹⁾ | | 13,246 | D | \$ 7.1 0 |

By 401(k)
Plan

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**

SEC 1474
(9-02)

| 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 Number of Shares |
| Restricted Stock | \$ 0 <u>(2)</u> | 08/29/2017 | | M <u>(2)</u> | | | 22,000 | <u>(2)</u> | 03/04/2019 | Common Stock | 22,000 |
| Restricted Stock | \$ 0 <u>(3)</u> | 08/29/2017 | | D <u>(3)</u> | | | 33,000 | <u>(3)</u> | <u>(3)</u> | Common Stock | 33,000 |
| Stock Option (Right to Buy) | \$ 1.525 | 08/29/2017 | | D <u>(4)</u> | | | 300,000 | 07/31/2008 | 05/01/2018 | Common Stock | 300,000 |
| Stock Option (Right to Buy) | \$ 3.3 | 08/29/2017 | | D <u>(5)</u> | | | 100,000 | 07/31/2014 | 03/04/2024 | Common Stock | 100,000 |

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OLIVIER ROY W 10850 W. PARK PLACE SUITE 1200 MILWAUKEE, WI 53224 | X | | President and CEO | |

Mary L. Pierson (pursuant to Power of Attorney previously filed) 08/30/2017

Date _____

* 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).

- ## Reporting Owners

Edgar Filing: OLIVIER ROY W - Form 4

under the Merger Agreement, each unvested share of restricted stock of the Issuer vested, and each share of Issuer common stock converted into the right to receive \$7.10 in cash.

- (2) 22,000 shares of performance-based restricted stock vested in connection with the Merger.
- (3) 33,000 outstanding shares of performance-based restricted stock were cancelled in connection with the Merger.

At the Effective Time of the Merger, outstanding options to purchase shares of Issuer common stock were cancelled and converted into the right to receive, for each share of Issuer common stock subject to the option, an amount in cash equal to (x) \$7.10, minus (y) the sum of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts, except that the Reporting Person's options with respect to 262,200 shares were rolled over to options to acquire 1,861,620 units of an affiliate of the Parent at an exercise price of \$0.215 per unit.

- (4) of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts, except that the Reporting Person's options with respect to 262,200 shares were rolled over to options to acquire 1,861,620 units of an affiliate of the Parent at an exercise price of \$0.215 per unit.
- (5) At the Effective Time of the Merger, outstanding options were cancelled and converted into the right to receive, for each share of Issuer common stock subject to the option, an amount in cash equal to (x) \$7.10, minus (y) the sum of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts.

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.