

Silicon Graphics International Corp
Form 4
November 02, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Conceicao Cassio

2. Issuer Name **and** Ticker or Trading
Symbol
Silicon Graphics International Corp
[SGI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O SGI, 900 N. MCCARTHY
BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2016

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, Chief Operating Officer

MILPITAS, CA 95035

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/01/2016		D		119,121	D	<u>11</u> 0

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
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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 of Number of Shares
Restricted Stock Units	\$ 0	11/01/2016		D		125,188		<u>(2)</u>	<u>(3)</u>	Common Stock	125,188
Performance Restricted Stock Units	\$ 0	11/01/2016		D		50,253		<u>(2)</u>	<u>(3)</u>	Common Stock	50,253

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conceicao Cassio C/O SGI 900 N. MCCARTHY BOULEVARD MILPITAS, CA 95035			EVP, Chief Operating Officer	

Signatures

/s/ Kirk O. Williams as Attorney in Fact for Cassio
Conceicao

11/02/2016

__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) Shares were disposed of at the effective time of the merger of a subsidiary of Hewlett Packard Enterprise Company ("HPE") with and into the Issuer (the "Merger") pursuant to the Agreement and Plan of Merger, dated as of August 11, 2016, by and among HPE, Satellite Acquisition Sub, Inc. and the Issuer (the "Merger Agreement") in exchange for \$7.75 per share, without interest, and subject to deduction for any applicable withholding taxes (the "Merger Consideration").

(2) Vests in accordance with the terms and conditions of the original grants and plans.

(3) Restricted Stock Units have no expiration date

Shares consist of unvested restricted stock units that were converted into such number of like shares of HPE determined by multiplying the number of shares by a fraction, of which the numerator is equal to the Merger Consideration and the denominator is equal to the average closing price of a share of HPE common stock on the New York Stock Exchange for the five consecutive trading days immediately preceding (but not including) the closing date (the "Conversion Ratio"), rounded down to the nearest whole share pursuant to the terms and conditions of the Merger Agreement.

(5) Shares consist of unvested performance stock units that were converted into such number of like shares of HPE determined by multiplying the number of shares by a fraction, of which the numerator is equal to the Merger Consideration and the denominator is equal to the average closing price of a share of HPE common stock on the New York Stock Exchange for the five consecutive trading days immediately preceding (but not including) the closing date (the "Conversion Ratio"), rounded down to the nearest whole share pursuant to the terms and conditions of the Merger Agreement. Pursuant to their terms, such performance stock units are deemed attained and subject

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only to time based vesting.

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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