

ACTUATE CORP
Form 4
January 20, 2015

FORM 4

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

OMB APPROVAL

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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 *
WHITEMAN STEVEN D

(Last) (First) (Middle)
951 MARINERS ISLAND BLVD.

(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACTUATE CORP [BIRT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (D) Price			
Common Stock	01/16/2015		U ⁽¹⁾	50,000 D \$ 6.6	0	D	

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

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(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 or Number of Shares
Stock option (right to buy)	\$ 1.99	01/16/2015		D		10,000		<u>(2)</u>	05/25/2015	Common stock	10,000
Stock option (right to buy)	\$ 3.77	01/16/2015		D		10,000		<u>(3)</u>	05/25/2016	Common stock	10,000
Stock option (right to buy)	\$ 4.03	01/16/2015		D		30,000		<u>(4)</u>	05/20/2016	Common stock	30,000
Stock option (right to buy)	\$ 4.2	01/16/2015		D		16,000		<u>(5)</u>	05/26/2020	Common stock	16,000
Stock option (right to buy)	\$ 4.6	01/16/2015		D		25,000		<u>(6)</u>	05/21/2019	Common stock	25,000
Stock option (right to buy)	\$ 4.65	01/16/2015		D		25,000		<u>(7)</u>	05/21/2018	Common stock	25,000
Stock option (right to buy)	\$ 5.47	01/16/2015		D		16,000		<u>(8)</u>	05/25/2021	Common stock	16,000
Stock option (right to buy)	\$ 6.2	01/16/2015		D		25,000		<u>(9)</u>	05/30/2017	Common stock	25,000
Restricted stock units	\$ 0	01/16/2015		D		16,000		<u>(10)(11)</u>	<u>(12)</u>	Common stock	16,000
	\$ 0	01/16/2015		D		8,000		<u>(13)</u>	<u>(14)</u>		8,000

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accelerated at the Effective Time), was converted into the right to receive the Merger Consideration in respect of each share underlying the restricted stock unit, subject to the same terms and conditions (including vesting and settlement schedules and taking into account any elective deferrals) as applied to such restricted stock unit immediately prior to the Effective Time, subject to any applicable tax withholding and

- (11) (ii) each restricted stock unit that had vested but not settled (including each performance-vested restricted stock unit no longer subject to any performance conditions as of the date of the Merger Agreement), was converted into the right to receive the Merger Consideration in respect of each share underlying such restricted stock unit, subject to the terms and conditions (including the settlement schedule) as applied to such restricted stock unit immediately prior to the Effective Time, subject to any applicable tax withholding.
- (12) See footnotes 10 and 11.
- (13) See footnotes 10 and 11.
- (14) See footnotes 10 and 11.
- (15) See footnotes 10 and 11.
- (16) See footnotes 10 and 11.
- (17) See footnotes 10 and 11.
- (18) See footnotes 10 and 11.
- (19) See footnotes 10 and 11.
- (20) See footnotes 10 and 11.

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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