

CABOT MICROELECTRONICS CORP
 Form 3
 January 14, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Hui Richard</p> <p>(Last) (First) (Middle)</p> <p>C/O CABOT MICROELECTRONICS CORPORATION,Â 870 N. COMMONS DRIVE</p> <p>(Street)</p> <p>AURORA,Â ILÂ 60504</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/05/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CABOT MICROELECTRONICS CORP [CCMP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Global Sales</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------|------------------|---------------------------|--------------|----------------------------|----------|---------------------------------------|---|
| Phantom Stock | 12/03/2015 | 12/03/2018 ⁽¹⁾ | Common Stock | 1,688 | \$ 46.65 | D | Â |
| Phantom Stock | 12/03/2015 | 12/03/2018 ⁽²⁾ | Common Stock | 624 | \$ 0 | D | Â |
| Phantom Stock | 12/03/2014 | 12/03/2017 ⁽³⁾ | Common Stock | 1,074 | \$ 44.1 | D | Â |
| Phantom Stock | 12/03/2014 | 12/03/2017 ⁽⁴⁾ | Common Stock | 396 | \$ 0 | D | Â |
| Phantom Stock | 12/03/2013 | 12/03/2016 ⁽⁵⁾ | Common Stock | 606 | \$ 32.64 | D | Â |
| Phantom Stock | 12/03/2013 | 12/03/2016 ⁽⁶⁾ | Common Stock | 202 | \$ 0 | D | Â |
| Phantom Stock | 12/01/2012 | 12/01/2015 ⁽⁷⁾ | Common Stock | 230 | \$ 27.94 | D | Â |
| Phantom Stock | 12/01/2013 | 12/01/2016 ⁽⁸⁾ | Common Stock | 77 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hui Richard C/O CABOT MICROELECTRONICS CORPORATION 870 N. COMMONS DRIVE AURORA, IL 60504 | Â | Â | Â VP, Global Sales | Â |

Signatures

H. Carol Bernstein (Power of Attorney) 01/13/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

All Restricted Covered Appreciation Rights entitle the holder to earn cash payments equal to the sum of: (1) the number of Covered Company Shares (per Vesting Date) multiplied by the difference between the trading price of one share of common stock ("Stock") of Cabot Microelectronics Corporation (the "Company") and the applicable conversion price. The original vesting schedule for these Covered Company Shares is 25% quarterly per year beginning on the first anniversary of grant date 12/3/14. As soon as reasonably practicable following the applicable Vesting Date, the holder shall receive a cash payment equal to the sum of: (a) the number of vested Covered Company Shares multiplied by (b) the difference (if any) between (i) the closing price of one share of the Company's Stock as reflected on the National Association of Securities Dealers Automated Quotations ("NASDAQ") national stock exchange on the applicable Vesting Date (or if the NASDAQ national stock exchange is closed on the applicable Vesting Date, the first subsequent trading day), and (ii) the applicable conversion price. The reporting person is filing this report on Form 3 for disclosure purposes only.

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All Restricted Covered Units entitle the holder to earn cash payments equal to the number of Restricted Covered Units (per Vesting Date) multiplied by the trading price of one share of Stock of the Company. The original vesting schedule for these Restricted Covered Units is 25% quarterly per year beginning on the first anniversary of grant date 12/3/14. As soon as reasonably practicable following the

- (2) applicable Vesting Date, the holder shall receive a cash payment equal to the number of vested Restricted Covered Units multiplied by the closing price of one share of the Company's Stock as reflected on the NASDAQ on the applicable Vesting Date (or if the NASDAQ national stock exchange is closed on the applicable Vesting Date, the first subsequent trading day). The reporting person is filing this report on Form 3 for disclosure purposes only.
- (3) The original vesting schedule for these Covered Company Shares is 25% quarterly per year beginning on the first anniversary of grant date 12/3/13.
- (4) The original vesting schedule for these Restricted Covered Units is 25% quarterly per year beginning on the first anniversary of grant date 12/3/13.
- (5) The original vesting schedule for these Covered Company Shares is 25% quarterly per year beginning on the first anniversary of grant date 12/3/12.
- (6) The original vesting schedule for these Restricted Covered Units is 25% quarterly per year beginning on the first anniversary of grant date 12/3/12.
- (7) The original vesting schedule for these Covered Company Shares is 25% quarterly per year beginning on the first anniversary of grant date 12/1/11.
- (8) The original vesting schedule for these Restricted Covered Units is 25% quarterly per year beginning on the first anniversary of grant date 12/1/11.

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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