

CAMPBELL PATRICK D  
Form 4  
December 19, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CAMPBELL PATRICK D

2. Issuer Name and Ticker or Trading Symbol  
STANLEY BLACK & DECKER, INC. [SWK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1000 STANLEY DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/15/2017

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

NEW BRITAIN, CT 06053

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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 number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Shares	(1)	12/15/2017	A	218.0254					(2)	(3)	Common Stock	218.0254

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL PATRICK D 1000 STANLEY DRIVE NEW BRITAIN, CT 06053		X		

## Signatures

/s/ Kathryn P. Sherer,  
Attorney-in-Fact  
Date: 12/19/2017

\*\*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) Fair market value on date established in Plan with respect to payment of fee or dividend
- (2) Currently 100% vested
- (3) The reporting director will receive common stock of the corporation on the first business day of the calendar year immediately following the year in which he or she ceases to be a director

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. that would have a material adverse effect on our business. Furthermore, changes in political, economic and social conditions in China, adjustments in policies of the Chinese government or changes in laws and regulations could adversely affect our industry in general and our competitive position in particular. UNCERTAINTIES WITH RESPECT TO THE CHINESE LEGAL SYSTEM COULD ADVERSELY AFFECT US. Our principal operating subsidiary, AsiaInfo Technologies, is a wholly foreign owned enterprise for Chinese legal purposes, which means that it is incorporated in China and wholly-owned by foreign investors. AsiaInfo Technologies, along -31- with our indirect majority-owned subsidiary, Marsec Systems Inc., are subject to laws and regulations applicable to foreign investment in China in general and laws applicable to wholly foreign owned enterprises in particular. Legislation and regulations over the past 20 years have significantly enhanced the protections afforded to various forms of foreign investment in China. However, since the Chinese legal system is still evolving, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involve uncertainties, which may limit remedies available to us . HIGH TECHNOLOGY AND EMERGING MARKET SHARES HAVE HISTORICALLY EXPERIENCED EXTREME VOLATILITY AND MAY SUBJECT YOU TO LOSSES. The trading price of our shares may be subject to significant market volatility due to: -- investor perceptions of us and investments relating to China and Asia; -- developments in the Internet and telecommunications industries; -- variations in our operating results from period to period due to project timing; and --

announcements of new products or services by us or by our competitors. In addition, the high technology sector of the stock market frequently experiences extreme price and volume fluctuations, which have particularly affected the market prices of many Internet and computer software companies and which have often been unrelated to the operating performance of these companies. **FUTURE SALES OF SHARES BY OUR COMPANY OR EXISTING SHAREHOLDERS COULD CAUSE THE MARKET PRICE OF OUR COMMON STOCK TO FALL.** If our stockholders sell substantial amounts of our common stock in the public market, including shares issued upon the exercise of outstanding options, the market price of our common stock could fall. Such sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate. **A SMALL NUMBER OF SHAREHOLDERS CONTROLS US.** Our five largest shareholders, Warburg-Pincus Ventures, ChinaVest Group, and their affiliates, as well as Edward Tian, one of our directors, James Ding, our President and Chief Executive Officer, and Louis Lau, our Chairman, in the aggregate, control over 60% of our voting stock. As a result, these shareholders are able to control all matters requiring shareholder approval, including election of directors and approval of significant corporate transactions, such as a sale of our assets and the terms of future equity financings. The combined voting power of our large shareholders could have the effect of delaying or preventing a change in control. **WE ARE SUBJECT TO ANTI-TAKEOVER PROVISIONS THAT COULD PREVENT A CHANGE OF CONTROL OF ASIAINFO AND PREVENT OUR SHAREHOLDERS FROM REALIZING A PREMIUM ON THEIR COMMON STOCK.** Our board of directors has the authority to issue up to 10,000,000 shares of our preferred stock. Without any further vote or action on the part of our stockholders, the board of directors has the authority to determine the price, -32- rights, preferences, privileges and restrictions of the preferred stock. This preferred stock, if it is ever issued, may have preference over and harm the rights of the holders of common stock. Although the issuance of this preferred stock will provide us with flexibility in connection with possible acquisitions and other corporate purposes, this issuance may make it more difficult for a third party to acquire a majority of our outstanding voting stock. We currently have authorized the size of our board of directors to be not less than three nor more than nine directors. The terms of the office of the eight- member board of directors have been divided into three classes: Class I, whose term will expire at the annual meeting of the stockholders to be held in 2003; Class II, whose term will expire at the annual meeting of stockholders to be held in 2004; and Class III, whose term will expire at the annual meeting of stockholders to be held in 2002. This classification of the board of directors may have the effect of delaying or preventing changes in control or management. We are subject to the provisions of Section 203 of the Delaware General Corporation Law. In general, the statute prohibits a publicly-held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date when the person became an interested stockholder unless, subject to exceptions, the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the stockholder. **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK** We are exposed to interest-rate risk primarily associated with our underlying liabilities. To date, we have not entered into any types of derivatives to hedge against interest-rate changes, nor do we speculate in foreign currency. However, we do maintain a significant portion of our cash deposits in U.S. dollars to avoid currency risk related to Renminbi. A portion of these U.S. dollar deposits are used to collateralize Renminbi-denominated loans from Chinese banks. Because substantially all of our revenues and expenses relating to hardware sales are denominated in U.S. dollars, and substantially all of our revenues and expenses relating to the service component of our network solutions business and software business are denominated in Renminbi, we do not have significant exposure to either the U.S. dollar or Renminbi. Thus, we do not believe that it is necessary to enter into derivatives contracts to hedge our exposures to either currency. **PART II. OTHER INFORMATION** **ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS** On March 2, 2000, our Registration Statement on Form S-1 covering the offering of 5,000,000 shares of our common stock (No.333-93199) was declared effective. The underwriters in the offering exercised an over-allotment option to purchase an additional 750,000 shares of our common stock. The total price to the public for the shares offered and sold was \$138,000,000. The net proceeds of the offering (after deducting expenses) was approximately \$126,608,884. As of September 30, 2001, \$6.3 million of the net proceeds had been used for purchases and installation of machinery and equipment, \$9.0 million had been invested in our subsidiaries, Marsec Holdings, Inc., Guangdong Wanying Information Technology Co., Ltd., and Intrinsic Technology (Holdings) Ltd., and \$17.2 -33- million had been applied to research and development and sales and marketing expenses. The

remainder of the net proceeds were held in temporary investments. The net proceeds will be used for general corporate purposes, including working capital, and expenses such as research and development and sales and marketing. A portion of the net proceeds may also be used to acquire or invest in complementary businesses or products. None of the net proceeds of the offering have been paid directly or indirectly to our directors, officers or their associates, to persons owning ten percent or more of our common stock, or to our affiliates. ITEM 5. OTHER INFORMATION Our board of directors resolved on May 31, 2001 to increase the number of directors on our board from seven to eight and to appoint Steve Chang, President and Chief Executive Officer of Trend Micro, Inc., as a new director. Steve Chang accepted the appointment and became a member of our board of directors on October 16, 2001. As with our other Class I directors, Steve Chang's current term as a director will expire at our annual meeting of stockholders to be held in 2003, at which time we anticipate that he will stand for election to a new term. ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K (a) Exhibits The following exhibits are filed as a part of this Report. Exhibit Number Description Exhibits ----- 3.1 Certificate of Incorporation of AsiaInfo Holdings, Inc., dated June 8, 1998/\*/ 3.2 Certificate of Amendment to Certificate of Incorporation of AsiaInfo Holdings, Inc., dated August 27, 1999/\*/ 3.3 Certificate of Amendment to Certificate of Incorporation of AsiaInfo Holdings, Inc., dated November 15, 2000/\*\*\*/ 3.4 Certificate of Correction to Certificate of Amendment to Certificate of Incorporation of AsiaInfo Holdings, Inc., dated January 18, 2001/\*\*\*/ 3.5 By-Laws of AsiaInfo Holdings, Inc., dated December 19, 2000/\*\*\*/ 4.1 Specimen Share Certificate representing AsiaInfo Holdings, Inc. shares of common stock/\*/ 10.1 2000 Stock Option Plan, approved and adopted as of October 18, 2000/\*/ 10.2 Certificate of Merger of HTC Investments, Inc., a Delaware Corporation, with and into AsiaInfo Holdings, Inc., a Delaware corporation, dated October 13, 1999/\*/ 10.3 Shareholders' Agreement of Marsec Holdings, Inc., dated as of September 15, 2000, by and among AsiaInfo Holdings, Inc. and the Founders (as defined therein) of Marsec Holdings, Inc./\*\*/ 10.4 Warrant to purchase Series A Preferred Shares of Marsec Holdings, Inc., issued to AsiaInfo Holdings, Inc. as of September 15, 2000/\*\*/ -34- 10.5 Lease of AsiaInfo's headquarters at 6 Zhongguancun South Street, Beijing, China, dated August 31, 1999/\*/ 10.6 Agreement for the Merger of AsiaInfo Technologies (China) Inc. and Zhejiang AsiaInfo Telecommunications Technology Co. Ltd. /\*\*\*/ 10.7 Agreement for the Establishment of a Limited Liability Company (Guangdong Wangying Communications Technology Company Limited) and Capital Contribution/\*\*\*/ 11.1 Statement regarding computation of per share earnings (included in note 8 to condensed consolidated financial statements) /\*/ Incorporated by reference to our Registration Statement on Form S-1 (No.333-93199). /\*\*/ Incorporated by reference to our Quarterly Report on Form 10-Q/A for the quarter ended September 30, 2000. /\*\*\*/ Incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2000. (b) Reports on form 8-K None. -35- Signature Pursuant to the requirements of the Securities Exchange Act of 1934, AsiaInfo Holdings, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. AsiaInfo Holdings, Inc. Date: November 14, 2001 By: /s/ Ying Han ----- Name: Ying Han Title: Chief Financial Officer (duly authorized officer and principal financial officer) -36-