

EMCORE CORP
Form 4
February 21, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RITTICHER JEFFREY

(Last) (First) (Middle)

2015 W. CHESTNUT STREET

(Street)

ALHAMBRA, CA 91803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EMCORE CORP [EMKR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2017

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/16/2017		A	(A) or (D) Amount 16,265 (1)	Price (2) 212,422	D	
Common Stock	02/17/2017		S	(3) 6,237 (4)	\$ 10 (4) 206,185	D	

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

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SEC 1474
(9-02)

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

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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(5)	02/16/2017		M	16,265 (6)	(7) (7)	Emcore Common Stock	16,265

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RITTICHER JEFFREY 2015 W. CHESTNUT STREET ALHAMBRA, CA 91803	Chief Executive Officer

Signatures

/s/ Mark A. Gordon, attorney
in fact 02/21/2017

**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).
- This amount originally represented 12,500 restricted stock units. The number of restricted stock units was subsequently adjusted, pursuant to the terms of the Issuer's 2012 Equity Incentive Plan, to reflect the effect of an equitable and proportional adjustment made in connection with a special cash dividend paid by the Issuer on July 29, 2016.
- (1) The shares of common stock were awarded to the Reporting Person for no cash or other similar considerations.
 - (2) Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of the restricted stock units reported herein. This sale was mandated by the Issuer under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.
 - (3) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging from \$10.00 to \$10.005 per share. The Reporting Person hereby undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
 - (4) Each restricted stock unit represents a contingent right to receive one share of EMCORE common stock. Restricted stock units are payable, at the election of the Issuer, in cash, EMCORE common stock, or a combination of the two.
 - (5) This amount originally represented 12,500 restricted stock units. The number of restricted stock units was subsequently adjusted, pursuant to the terms of the Issuer's 2012 Equity Incentive Plan, to reflect the effect of an equitable and proportional adjustment made in

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connection with a special cash dividend paid by the Issuer on July 29, 2016.

- (7) Not later than 30 days after vesting occurs, vested shares of EMCORE common stock, an amount in cash equal to their fair market value or a combination of the two will be delivered to the Reporting Person.
- (8) The restricted stock units were awarded to the Reporting Person for no cash or other similar consideration.

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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