

Anderman Sigmund
Form 4
April 04, 2018

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 *
Anderman Sigmund

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4420
ROSEWOOD DRIVE, SUITE 500

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ELLIE MAE INC [ELLI]

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2018

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	(A) or (D)	Price
Common Stock	04/02/2018 ⁽¹⁾		F		236	D	\$ 91.24
Common Stock	04/03/2018 ⁽²⁾		S		200	D	\$ 91.87
Common Stock	04/03/2018 ⁽²⁾		S		39	D	\$ 92.77
Common Stock						I	10,000
Common Stock						I	143,906
							by 401(k) Plan
							by Trust

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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. ont size=2>

Anti-Takeover Considerations and Special Provisions of the Articles of Incorporation, Bylaws and Pennsylvania Law

Our Articles of Incorporation and Bylaws contain a number of provisions relating to corporate governance and to the rights of shareholders. Certain of these provisions may be deemed to have a potential anti-takeover effect by delaying, deferring or preventing a change of control of us. In addition, certain provisions of Pennsylvania law may have a similar effect.

Preferred Stock

The ability of the Company to issue preferred shares in the future without further vote or action by the shareholders, while providing flexibility in connection with possible acquisitions and other corporate purposes, could adversely affect the voting power of holders of the Company's common Stocks. One of the effects of undesignated preferred stock whose terms may be set by the board of directors may be to enable our board of directors to discourage an attempt to obtain control of our company by means of a tender offer, proxy contest, merger or otherwise.

Classified Board of Directors

Our Bylaws provide that our directors be classified into three classes, as nearly equal in number as possible. Each director holds office for a term of three years until his or her successor is duly elected and qualified unless his or her term ends earlier due to death, resignation or removal. Any director or the entire board of directors may be removed with or without cause only upon the affirmative vote of two-thirds of all of the shares outstanding and entitled to vote; provided that the board of directors retains the right conferred by Section 405(b) of the PBCL to declare vacant the office of a director for reasons specified therein.

Under the classified board provisions described above, it would take at least two elections of directors for any individual or group to gain control of our board of directors. Accordingly, these provisions could discourage a third party from initiating a proxy contest, making a tender offer or otherwise attempting to gain control of us.

Amendment to Articles of Incorporation and Bylaws

Under the PBCL, shareholders may not propose an amendment to our Articles of Incorporation.

Our Bylaws provide that the affirmative vote of the holders of at least two-thirds of our voting stock then outstanding, voting together as a single class, is required to amend or repeal provisions of our Bylaws relating to a classified board or the removal of a director or the entire board of directors. Except for such provision, our Bylaws generally may be amended by our board or by the affirmative vote of the holders of a majority

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of the outstanding shares entitled to vote, present in person or represented by proxy, at a meeting at which a quorum is present, though such a majority be less than a majority of all of the shares entitled to vote thereon.

Special Meetings

Under the PBCL, special meetings of shareholders may be called only by the board of directors. This provision may have the effect of delaying consideration of a shareholder proposal until the next annual meeting unless a special meeting is called by our board.

Advance Notice Procedures

Our Bylaws require our shareholders to provide advance notice if they wish to submit a proposal or nominate candidates for director at a meeting of shareholders. These procedures provide that notice of shareholder proposals and shareholder nominations for the election of directors at a meeting of shareholders must be made in writing and received by our Secretary, in the case of proposals, or the chairman of the nominating committee, in the case of director nominations, at our principal executive offices, in the case of an annual meeting, no later than the date upon which shareholder proposals must be submitted to us for inclusion in our proxy statement relating to such meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and, in the case of a special meeting, the earlier of (a) 30 days prior to the printing of our proxy materials or information statement with respect to such meeting or (b) if no proxy materials or information statement are being distributed to shareholders, at least the close of business on the fifth day following the date on which notice of such meeting is first given to shareholders. Each nomination or proposal must set forth:

the name and address of the shareholder making the nomination or proposal and the person or persons nominated, or the subject matter of the proposal;

a representation that the shareholder is a holder of record, and/or beneficial owner, of the voting stock entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to vote for the person or persons nominated, or the proposal submitted;

a description of all arrangements and understandings between the shareholder and each nominee or any other person or persons pursuant to which the nomination was made, or the proposal was submitted, by the shareholder;

such other information regarding each nominee proposed by such shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had the nominee been nominated by the nominating committee; and

the consent of each nominee to serve as a director, if so elected.

Pennsylvania Anti-Takeover Provisions

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The PBCL provides that in discharging their duties when considering the best interests of the corporation, directors may consider, to the extent they deem appropriate, various factors including, but not limited to, the effect of any action upon employees, shareholders, suppliers, customers and creditors of the corporation as well as upon communities in which offices or other establishments of the corporation are located and all other pertinent factors. The PBCL also provides, among other things, that directors need not, in consideration of the best interests of the corporation, consider any particular constituency's interest, including the interests of shareholders, as the dominant or controlling interest.

Under the PBCL, we are restricted in our ability to engage in a merger, consolidation, share exchange, division, asset sale or a variety of other business combination transactions with an interested shareholder that are not approved by our board of directors. If our board of directors does not approve a business combination with a person who owns 20% or more of our voting shares, referred to as an interested shareholder, before the interested shareholder attains that level of ownership, the interested shareholder will not be able to engage in a business combination with us for five years unless the interested shareholder acquires at least 80% of our voting stock and a majority of the disinterested shares approve the business combination and the business combination satisfies certain minimum price and other conditions. This provision may have the effect of discouraging or rendering more difficult a hostile takeover attempt against us.

Item 2. Exhibits.

- 3.1 Amended and Restated Articles of Incorporation, as amended (incorporated herein by reference to the Registrant's Form 10-Q for the quarter ended March 31, 2005)
- 3.2 Amendment to Amended and Restated Articles of Incorporation, as amended (incorporated by reference to the Registrant's Form 8-K filed September 7, 2007)
- 3.3 Amended and Restated Bylaws, as amended (incorporated herein by reference to the Registrant's Form 8-K filed on October 12, 2007)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

INTRICON CORPORATION

Date: December 28, 2007

By: /s/Scott Longval
Name: Scott Longval
Title: Chief Financial Officer

Explanation of Responses:

