

BARTEL RALPH

Form 4

April 27, 2018

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 *
AZZURRO CAPITAL INC

(Last) (First) (Middle)

C/O MOORE STEPHENS, PO BOX
743, SUITE 5

(Street)

2. Issuer Name and Ticker or Trading
Symbol

TRAVELZOO [tzoo]

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

04/25/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

WATERGARDENS 4, J1 GX11
1AA

(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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/25/2018		S		141,143	D	\$ 10.15 <u>(1)</u> <u>(2)</u>	7,019,357	I <u>(3)</u>	Shares sold were directly owned by Azzurro Capital Inc.
Common Stock	04/27/2018		S		19,357	D	\$ 11.09 <u>(4)</u>	7,000,000	I <u>(3)</u>	Shares sold were directly owned by Azzurro

Capital
Inc.

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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

AZZURRO CAPITAL INC
C/O MOORE STEPHENS
PO BOX 743, SUITE 5
WATERGARDENS 4, J1 GX11 1AA

X

Ralph Bartel 2005 Trust
C/O FEDELTA TRUST LIMITED
29/31 ATHOL STREET, OMAR HOUSE BLDG
ISLE OF MAN, X0 1M11LB

X

BARTEL RALPH
CASELLA POSTALE 823
6612 ASCONA, V8 6612

X

X

Signatures

Ralph Bartel

04/27/2018

**Signature of Reporting Person

Date

04/27/2018

Ralph Bartel, Authorized
Signatory

__Signature of Reporting Person

Date

Ralph Bartel, Authorized
Signatory

04/27/2018

__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) Sale prices for the shares sold ranged from \$9.50 to \$10.35 per share.

(2) The reporting person undertakes to provide, upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each price.

(3) Indirect ownership applies to Ralph Bartel and the 2005 Ralph Bartel Trust.

(4) Sale prices for the shares sold ranged from \$11.00 to \$11.15 per share.

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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