

AMCON DISTRIBUTING CO

Form 4

July 27, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ATAYAN CHRISTOPHER H

(Last) (First) (Middle)

C/O AMCON DISTRIBUTING
COMPANY, 7405 IRVINGTON
ROAD

(Street)

OMAHA, NE 68122

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMCON DISTRIBUTING CO
[DIT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2016

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) CEO and Chairman

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)
Common Stock, par value \$.01 per share	07/26/2016		C	82,481 A (4)	296,200	D	
Common Stock, par value \$.01 per share	07/26/2016		C	8,113 A (5)	304,313	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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>							<u>(1)</u>	<u>(1)</u>	Common Stock	9,900 <u>(1)</u>
Restricted Stock Units	<u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Common Stock	6,600 <u>(2)</u>
Restricted Stock Unit	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	3,300 <u>(3)</u>
Series A Convertible Prfd Stk, par value \$.01 per share	\$ 30.31	07/26/2016		C		100,000		08/05/2004	<u>(4)</u>	Common Stock	0
Series B Convertible Prfd Stk, par value \$.01 per share	\$ 24.65	07/26/2016		C		8,000		10/08/2004	<u>(5)</u>	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATAYAN CHRISTOPHER H C/O AMCON DISTRIBUTING COMPANY 7405 IRVINGTON ROAD OMAHA, NE 68122	X	X	CEO and Chairman	

Signatures

Andrew C Plummer Atty in fact for Christopher H
Atayan

07/27/2016

__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).

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the total original 9,900 RSU award on October 20, 2016, October 20, 2017, and October 20, 2018.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the total original 9,900 RSU award (3,771 RSUs awarded on October 21, 2014 and 6,129 RSUs awarded on December 19, 2014) on October 21, 2015, October 21, 2016, and October 21, 2017.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, these RSUs vest as to one-third of the original 9,900 RSU award on October 22, 2014, October 22, 2015, and October 22, 2016.

Series A Convertible Preferred Stock ("Series A Stock") may be redeemed by the Issuer, at its option, and must be redeemed, at the option of the holder, upon a change of control, as defined in the designation for the Series A Stock. Series A Stock does not have an expiration date and will remain outstanding and convertible at the option of the holder until converted or redeemed. The Series A Stock is convertible at any time by the holder into a number of shares of common stock equal to the number of shares of Series A Stock being converted multiplied by a fraction equal to \$25.00 divided by the \$30.31 conversion price.

Series B Convertible Preferred Stock ("Series B Stock") may be redeemed by the Issuer, at its option, and must be redeemed, at the option of the holder, upon a change of control, as defined in the designation for the Series B Stock. Series B Stock does not have an expiration date and will remain outstanding and convertible at the option of the holder until converted or redeemed. The Series B Stock is convertible at any time by the holder into a number of shares of common stock equal to the number of shares of Series B Stock being converted multiplied by a fraction equal to \$25.00 divided by the \$24.65 conversion price.

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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