

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Estimated average burden

hours per response: 0.5

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| <u>Rosica Jeff</u> | <u>AVID TECHNOLOGY, INC.</u> [<u>AVID</u>] | Director 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) |
| <u>AVID TECHNOLOGY, INC.</u> | <u>09/14/2014</u> | <u>SVP Worldwide Field Operations</u> |
| <u>75 NETWORK DRIVE</u> | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| (Street) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| <u>BURLINGTON MA 01803</u> | | 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 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 | 09/14/2014 | | A | | 10,000 | A | \$0 ⁽¹⁾ | 18,649 ⁽²⁾ | D | |
| Common Stock | 09/14/2014 | | F | | 3,251 ⁽³⁾ | D | \$10.04 | 15,398 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Employee Stock Option (Right to Buy) | \$7.66 | 09/14/2014 | | A | | 63,000 | | 09/14/2014 | 01/07/2020 | Common Stock 63,000 | \$0 | 63,000 ⁽⁴⁾ | D | |

Explanation of Responses:

1. Each performance based restricted stock unit represents the Company's commitment to issue one share of the Company's common stock.
2. On January 7, 2013 the reporting person was awarded performance based restricted share units under the Issuer's Stock Incentive Program. The vesting of these restricted share units was based on the Issuer's achievement of certain performance metrics based upon the completion of audited financial statements for the fiscal year ended December 31, 2013. On September 14, 2014, the Issuer's Compensation Committee determined the number of restricted share units as to which the performance criteria had been satisfied and the restricted share units so determined have therefore vested in whole on such date.
3. Represents shares withheld by the Issuer to satisfy tax withholding obligation upon the vesting on September 14, 2014 of certain restricted share units. This award includes a provision for the withholding of shares by the Issuer to pay the withholding taxes due on the vesting date.
4. On January 7, 2013 the reporting person was awarded performance based options to purchase the Issuer's common stock under the Issuer's Stock Incentive Program. These options were based on the Issuer's achievement of certain performance metrics based upon the completion of audited financial statements for the fiscal year ended December 31, 2013. On September 14, 2014, the Issuer's Compensation Committee determined the number of options as to which the performance criteria had been satisfied and the options so determined have therefore vested on such date.

Remarks:

/s/ John S. LaMountain as
Attorney-in-Fact for Jeff Rosica

09/16/2014

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.