



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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1. Name and Address of Reporting Person* <u>Frederick John W.</u> (Last) (First) (Middle) <u>AVID TECHNOLOGY, INC.</u> <u>75 NETWORK DRIVE</u> (Street) <u>BURLINGTON MA 01803</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AVID TECHNOLOGY, INC. [AVID]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <u>X</u> Other (specify below) <u>Former EVP, CFO & CAO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	08/15/2016		M		41,300	A	\$7.4	128,852	D	
Common Stock	08/15/2016		S		41,300	D	\$9.11 ⁽¹⁾	87,552	D	
Common Stock	08/15/2016		M		225,000	A	\$7.87	312,552	D	
Common Stock	08/15/2016		S		225,000	D	\$9.06 ⁽²⁾	87,552	D	
Common Stock	08/16/2016		M		116,206	A	\$7.4	203,758	D	
Common Stock	08/16/2016		S		116,206	D	\$9.1 ⁽³⁾	87,552	D	
Common Stock	08/16/2016		M		55,000	A	\$7.87	142,552	D	
Common Stock	08/16/2016		S		55,000	D	\$9.13 ⁽⁴⁾	87,552	D	
Common Stock	08/16/2016		M		20,000	A	\$7.87	107,552	D	
Common Stock	08/16/2016		S		20,000	D	\$9.11 ⁽⁵⁾	87,552	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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$7.4	08/15/2016		M			41,300	02/12/2015 ⁽⁶⁾	11/01/2016	Common Stock	41,300	\$0	116,206	D	
Employee Stock Option (right to buy)	\$7.87	08/15/2016		M			225,000	05/11/2013 ⁽⁷⁾	11/01/2016	Common Stock	225,000	\$0	55,000	D	
Employee Stock Option (right to buy)	\$7.4	08/16/2016		M			116,206	02/12/2015 ⁽⁶⁾	11/01/2016	Common Stock	116,206	\$0	0	D	
Employee Stock Option (right to buy)	\$7.87	08/16/2016		M			55,000	05/11/2013 ⁽⁷⁾	11/01/2016	Common Stock	55,000	\$0	0	D	
Employee Stock Option (right to buy)	\$7.87	08/16/2016		M			20,000	02/11/2014 ⁽⁸⁾	11/01/2016	Common Stock	20,000	\$0	0	D	

Explanation of Responses:

1. The price reported in Column 4 of Table 1 is a weighted average price. The shares were sold on August 15, 2016 in multiple transactions at prices ranging from \$9.10 to \$9.13, inclusive. The reporting person undertakes to provide to any security holder of Avid Technology, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price

within the ranges set forth in this footnote.

2. The price reported in Column 4 of Table 1 is a weighted average price. The shares were sold on August 15, 2016 in multiple transactions at prices ranging from \$8.95 to \$9.15, inclusive. The reporting person undertakes to provide to any security holder of Avid Technology, Inc.or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. The price reported in Column 4 of Table 1 is a weighted average price. The shares were sold on August 16, 2016 in multiple transactions at prices ranging from \$9.00 to \$9.14, inclusive. The reporting person undertakes to provide to any security holder of Avid Technology, Inc.or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

4. The price reported in Column 4 of Table 1 is a weighted average price. The shares were sold on August 16, 2016 in multiple transactions at prices ranging from \$9.12 to \$9.15, inclusive. The reporting person undertakes to provide to any security holder of Avid Technology, Inc.or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

5. The price reported in Column 4 of Table 1 is a weighted average price. The shares were sold on August 16, 2016 in multiple transactions at prices ranging from \$9.01 to \$9.13, inclusive. The reporting person undertakes to provide to any security holder of Avid Technology, Inc.or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

6. The option vests as follows: (i) on the later of the date the Company's registration statement covering the exercise of the option is effective (the "Effective Date") or February 12, 2015, the vested number of shares shall equal (A) 33.33% of the shares plus (B) an additional 8.25% of the shares for each three-month period, if any, starting from February 12, 2015, that is completed on or before the Effective Date, and (ii) thereafter the shares shall vest in equal installments of 8.25% of the shares upon the conclusion of each three-month period (starting from February 12, 2015) that ends after the Effective Date, with the first vesting date on February 12, 2015; provided that the officer is employed by the Company on such vesting date. The option was vested and exercisable on May 12, 2016.

7. The options were modified from performance-based and market based to time-based vesting (credited for time already served since the original grant date) with a one-time performance-based acceleration as determined by the compensation committee based on the Company's 2014 Adjusted EBITDA results, as described in "Long-Term Equity Incentive Compensation - 2014 Equity Grants" in the Company's 2016 Proxy Statement. In March 2015, the compensation committee made a determination of acceleration based on the Company's financials for fiscal year 2014, and a portion of the outstanding modified options were accelerated, with the first vesting date on May 11, 2013, with the remaining continuing to vest on a time based schedule, all as described in "Long-Term Equity Incentive Compensation - 2015 Equity Grants" in the Company's 2016 Proxy Statement. The option was vested and exercisable on August 11, 2015.

8. The option was vested and exercisable on February 11, 2014.

Remarks:

[/s/ Alessandra Melloni as](#)
[Attorney-in-Fact for John W. Frederick](#) [08/17/2016](#)

** 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.

LIMITED POWER OF ATTORNEY

FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Jason Duva and Nina Andersson-Willard, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Avid Technology, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as

of this 12th day of May 2015.

/s/ John W. Frederick

John W. Frederick