SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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(b) of the Investment Company Act of 1940

								,											
1. Name and Address of Reporting Person* Rosica Jeff						2. Issuer Name and Ticker or Trading Symbol AVID TECHNOLOGY, INC. [AVID]							(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Kosica Jeli</u>													2	C Director		10% Owne		vner	
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 11/07/2023							2	C Officer below)	Officer (give title Other (spe below) below)			pecify		
75 BLUE SKY DRIVE															CEO &	Presi	ident		
						Amend	ment	, Date	of Origi	nal File	ed (Month/Day	/Year)		dividual or J	oint/Group	Filing	(Check App	licable	
(Street)													Line	Line)					
BURLINGTON MA 01803														X Form filed by One Reporting Person					
							Form filed by More than One Reporting Person											ting	
(City) (State) (Zip)					Ru	Rule 10b5-1(c) Transaction Indication													
						Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the officient defense conditions of Bule 10b5 1(c). See Instruction 10													
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
			le I - I						•	ed, D	•	,	-						
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/*)				Execution Date,				4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and				es ally =ollowing	Forn (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount	(A) or (D)	Price	Reporte Transac (Instr. 3	tion(s)			(Instr. 4)		
Common Stock 11/07/			11/07/2	023	023			D ⁽¹⁾⁽²⁾		1,138,125	D	\$27.05 ⁽¹⁾	(2) 87	,690		D			
Common Stock 11/07/20			023	23		D ⁽¹⁾⁽³⁾		87,690	D	\$27.05 ⁽¹⁾	(3)	0		D					
		٦	Fable								posed of, convertib			Owned					
						cans,				-			-					I	
1. Title of Derivative Security (Instr. 3)	2. 3. Transaction Conversion or Exercise Price of Derivative Security 3. Transaction (Month/Day/Year) 33. Deemed Execution Date, if any (Month/Day/Year)				ransaction of ode (Instr. Derivative		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)	Derivative derivativ Security Securitie		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
													Amount						
					Code	v	(A)	(D)	Date Exer	cisable	Expiration Date	Title	or Number of Shares						
Performance Rights (Restricted Stock Units)	(4)	11/07/2023			D ⁽¹⁾⁽³⁾			17,24	1 (1)(3)	03/15/2024	Commor Stock	¹ 17,241	(1)(3)	0		D		
Performance Rights (Restricted Stock Units)	(5)	11/07/2023			D ⁽¹⁾⁽³⁾			24,03	8 (1)(3)	03/15/2025	Commor Stock	¹ 24,038	(1)(3)	0		D		
Performance Rights (Restricted Stock Units)	(6)	11/07/2023			D ⁽¹⁾⁽³⁾			61,03	9 (1)(3)	03/15/2026	Commor Stock	¹ 61,039	(1)(3)	0	-	D		

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated as of August 9, 2023 (the "Merger Agreement"), by and among the Issuer, Artisan Bidco, Inc., a Delaware corporation ("Parent"), and Artisan Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Merger Sub"), effective November 7, 2023, among other things, Merger Sub merged with and into the Issuer, with the Issuer surviving as a wholly-owned subsidiary of Parent (the "Merger").

2. Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each share of the Issuer's common stock ("Common Stock") issued and outstanding immediately prior to the Effective Time was cancelled and automatically converted into the right to receive \$27.05 in cash, subject to any required tax withholding in accordance with the terms of the Merger Agreement.

3. Pursuant to the Merger Agreement, at the Effective Time, each unvested restricted stock unit ("RSU") award, including each unvested award of performance-based RSUs, was automatically cancelled and converted solely into the contingent right to receive a cash payment equal to the product of (i) the number of RSUs subject to such unvested RSU award immediately prior to the Effective Time multiplied by (ii) \$27.05, with such converted cash award generally subject to the same vesting terms and conditions that applied to the corresponding RSU prior to the Effective Time, with payment forfeited to the extent vesting is not satisfied, except if the holder's service is terminated without cause.

4. Represents RSUs remaining from an award in 2021, which vest on a performance-based schedule based on the Issuer's relative total shareholder return (rTSR) to the Russell 2000 index in 2024. Each restricted stock unit represents the contingent right to receive one share of the Issuer's common stock. This award includes a provision for the withholding of shares by the Issuer to pay the required withholding taxes due on each such vesting date.

5. Represents RSUs remaining from an award in 2022, which vest in equal installments on a performance-based schedule based on the Issuer's relative total shareholder return (rTSR) to the Russell 2000 index in 2024 and 2025. Each restricted stock unit represents the contingent right to receive one share of the Issuer's common stock. This award includes a provision for the withholding of shares by the Issuer to pay the required withholding taxes due on each such vesting date.

6. Represents RSUs from an award in 2023, which vest in equal installments on a performance-based schedule based on the Issuer's relative total shareholder return (rTSR) to the Russell 2000 index in 2024, 2025 and 2026. Each restricted stock unit represents the contingent right to receive one share of the Issuer's common stock. This award includes a provision for the withholding of shares by the Issuer to pay the required withholding taxes due on each such vesting date.

/s/ Jacob Adams as Attorney-in-11/07/2023

Date

Fact for Jeff Rosica

** Signature of Reporting Person

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.