

CABOT MICROELECTRONICS CORP  
 Form 4  
 December 12, 2016

**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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Li David H

(Last) (First) (Middle)

C/O CABOT  
 MICROELECTRONICS  
 CORPORATION, 870 COMMONS  
 DRIVE

(Street)

AURORA, IL 60504

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 CABOT MICROELECTRONICS  
 CORP [CCMP]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/09/2016

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)  
 President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/09/2016		M		4,500 A \$ 32.64		78,354.4269 D
Common Stock	12/09/2016		S <sup>(1)</sup>		4,500 D \$ 62.1974		73,854.4269 D
Common Stock	12/09/2016		M		12,000 A \$ 44.1		85,854.4269 D
Common Stock	12/09/2016		S <sup>(1)</sup>		12,000 D \$ 62.1974		73,854.4269 D

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Common Stock	12/09/2016	M	6,750	A	\$ 46.45	80,604.4269	D
Common Stock	12/09/2016	S <sup>(1)</sup>	6,750	D	\$ 62.1974	73,854.4269	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 32.64	12/09/2016		M	4,500	12/03/2013 <sup>(2)</sup> 12/03/2022	Common Stock 4,500
Stock Options (Right to Buy)	\$ 44.1	12/09/2016		M	12,000	12/03/2014 <sup>(3)</sup> 12/03/2023	Common Stock 12,000
Stock Options (Right to Buy)	\$ 46.45	12/09/2016		M	6,750	12/03/2015 <sup>(4)</sup> 12/03/2024	Common Stock 6,750

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

Li David H  
C/O CABOT MICROELECTRONICS CORPORATION  
870 COMMONS DRIVE  
AURORA, IL 60504

President  
and CEO

## Signatures

/s/ H. Carol Bernstein (Power of  
Attorney)

12/12/2016

\_\_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).

- (1) Sale to cover exercise price of, and taxes related to, cashless exercise of stock options.
- (2) 2012 (FY13) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/03/2013, 25% 12/03/2014, 25% 12/03/2015, 25% 12/03/2016.
- (3) 2013 (FY14) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/03/2014, 25% 12/03/2015, 25% 12/03/2016, 25% 12/03/2017.
- (4) 2014 (FY15) Non-Qualified Stock Option Grant Vesting Schedule: 25% 12/03/2015, 25% 12/03/2016, 25% 12/03/2017, 25% 12/03/2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.