

Staton Mark  
Form 4  
October 17, 2018

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Staton Mark

2. Issuer Name **and** Ticker or Trading  
Symbol  
XERIUM TECHNOLOGIES INC  
[XRM]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O XERIUM TECHNOLOGIES,  
INC., 14101 CAPITAL  
BOULEVARD

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/17/2018

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

(Street)  
YOUNGSVILLE, NC 27596

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Stock                       | 10/17/2018                              |   | D                                       | (A)<br>or<br>(D)<br>D   | Amount<br>20,000<br>(1)<br>Price<br>\$<br>13.5   | 0  | D   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|----------------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount of<br>Number of<br>Shares |
| Performance<br>Restricted<br>Stock Unit             | (2)   | 10/17/2018                              |   | D                                       |   | 426,000  |     | (2)   | (2)                | Common<br>Stock | 426,000                          |
| Phantom<br>Stock Unit                               | (3)   | 10/17/2018                              |   | D                                       |   | 113,122  |     | (3)   | (3)                | Common<br>Stock | 113,122                          |
| Phantom<br>Stock Unit                               | (4)   | 10/17/2018                              |   | D                                       |   | 72,886   |     | (4)   | (4)                | Common<br>Stock | 72,886                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Staton Mark<br>C/O XERIUM TECHNOLOGIES, INC.<br>14101 CAPITAL BOULEVARD<br>YOUNGSVILLE, NC 27596 | X             |           | President and CEO |       |

## Signatures

/s/ Phillip Kennedy, by power of attorney 10/17/2018

\_\_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).

Represents the conversion of outstanding shares of common stock of Xerium Technologies, Inc. (the "Company") into the right to receive (1) \$13.50 per share in connection with the merger of the Company with an indirect wholly owned subsidiary of Andritz AG on October 17, 2018 (the "Merger"), pursuant to an Agreement and Plan of Merger dated June 24, 2018.

Represents the number of restricted stock units earned by Mr. Staton pursuant to the Inducement Restricted Stock Unit Award Agreement (2) between the Company and Mr. Staton. In connection with the Merger, on October 17, 2018, the restricted stock units were converted into the right to receive \$13.50 per unit.

Each Phantom Stock Unit ("2018 Units") is the economic equivalent of one share of the Company's common stock and was awarded (3) pursuant to the Company's 2018 Long-Term Incentive Plan. In connection with the Merger, on October 17, 2018, the 2018 Units vested and were converted into the right to receive 13.50 per unit.

Each Phantom Stock Unit ("2017 Units") is the economic equivalent of one share of the Company's common stock and was awarded (4) pursuant to the Company's 2017 Long-Term Incentive Plan. In connection with the Merger, on October 17, 2018, the 2017 Units vested and were converted into the right to receive \$13.50 per unit.

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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