

PIETRAFITTA CLIFFORD E

Form 4

October 17, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
PIETRAFITTA CLIFFORD E2. 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
BOULEVARD3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2018____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & CFO(Street)
YOUNGSVILLE, NC 275964. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	10/17/2018		D	(A) or (D) D	90,431 (1) \$ 13.5	0	D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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 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)		8. Pr Deri Secu (Inst		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	(2)	10/17/2018		D		56,561		(2)	(2)	Common Stock	56,561	\$
Phantom Stock Unit	(3)	10/17/2018		D		36,443		(3)	(3)	Common Stock	36,443	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIETRAFITTA CLIFFORD E C/O XERIUM TECHNOLOGIES INC 14101 CAPITAL BOULEVARD YOUNGSVILLE, NC 27596			EVP & CFO	

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).

(1) Represents the conversion of outstanding shares of common stock of Xerium Technologies, Inc. (the "Company") and restricted stock units underlying the Company's 2016 Long-Term Incentive Plan, in each case, into the right to receive \$13.50 per share or unit 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.

(2) Each Phantom Stock Unit ("2018 Units") is the economic equivalent of one share of the Company's common stock and was awarded 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.

(3) Each Phantom Stock Unit ("2017 Units") is the economic equivalent of one share of the Company's common stock and was awarded 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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