

HILL HOWARD F

Form 4

March 19, 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 *
HILL HOWARD F

(Last) (First) (Middle)

7610 MIRAMAR RD, SUITE 6000

(Street)

SAN DIEGO, CA 92126-4202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
R F INDUSTRIES LTD [RFIL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2018

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/15/2018		M		10,000	A \$ 1.5	234,221 D
Common Stock	03/15/2018		S		10,000	D \$ 4.65	224,221 D
Common Stock	03/16/2018		M		10,000	A \$ 1.5	234,221 D
Common Stock	03/16/2018		S		10,000	D \$ 4.5	224,221 D
Common Stock	03/19/2018		M		17,339	A \$ 1.5	241,560 D
	03/19/2018		M		2,661	A \$ 1.8	244,221 D

Common
Stock

Common Stock	03/19/2018	S	20,000	D	\$ 4.61	224,221	D
					<u>(1)</u>		

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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 1.5	03/15/2018		M	10,000	<u>(2)</u>	11/08/2021	Common Stock		10,000
Stock Option (right to buy)	\$ 1.5	03/16/2018		M	10,000	<u>(2)</u>	11/08/2021	Common Stock		10,000
Stock Option (right to buy)	\$ 1.5	03/19/2018		M	17,339	<u>(2)</u>	11/08/2021	Common Stock		17,339
Stock Option (right to buy)	\$ 1.8	03/19/2018		M	2,661	<u>(3)</u>	09/07/2022	Common Stock		2,661

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HILL HOWARD F
7610 MIRAMAR RD
SUITE 6000
SAN DIEGO, CA 92126-4202

X

Signatures

/s/ Tony D. Shin, Attorney
in Fact

03/19/2018

__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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.60 to \$4.65, inclusive. The reporting person undertakes to provide to RF Industries Ltd, any security holder of RF Industries Ltd, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (1) to this Form 4.
- (2) Stock Option vests and becomes exercisable in four equal quarterly increments over a one-year period on 1/31/2017, 4/30/2017, 7/31/2017 and 10/31/2017.
- (3) Stock Options vested on the date of grant and were immediately exercisable.

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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