

ACNB CORP
Form 4
March 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 *
GLASS LYNDA L

(Last) (First) (Middle)
68 WEST MOUNTAIN TOP DRIVE
(Street)
ORRTANNA, PA 17353
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACNB CORP [ACNB]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2015

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)
EVP, Secretary & CGO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| ACNB Corporation Common | 03/13/2015 | 03/18/2015 ⁽¹⁾ | P | 48.7448 A \$ 20.515 | 4,913.799 ⁽²⁾ | 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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GLASS LYNDA L 68 WEST MOUNTAIN TOP DRIVE ORRTANNA, PA 17353 | | | EVP, Secretary & CGO | |

Signatures

/s/ Lynda L. Glass 03/20/2015

**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).

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. , 2015, through the automatic reinvestment of dividends under the ACNB Corporation Dividend Reinvestment and Stock Purchase Plan, which are exempt from the reporting requirements of Section 16 of the Securities Exchange Act of 1934.

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.
 tyle="FONT-SIZE: 10pt; FONT-FAMILY: 'Times New Roman', Times, serif; TEXT-ALIGN: left; LINE-HEIGHT: 13.7pt">
 2,174,045
 (11)

Aggregate Amount Beneficially Owned by Each Reporting Person:

2,174,045
 (12)

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

Reporting Owners

(13)

Percent of Class Represented by Amount in Row (11):

7.8%*

(14)

Type of Reporting Person (See Instructions):

PN, IA

Based on 27,975,424 shares of Common Stock of CONMED Corporation (the "Issuer") outstanding as of February 21, *2018, as reported in the Issuer's Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 26, 2018.

Schedule 13D

CUSIP No. 207410101

- (1) Name of Reporting Persons:
 Scopia Management, Inc.
 Check the Appropriate Box if a
 Member of a Group (See
- (2) Instructions):
 (a) (b)
- (3) SEC Use Only:
- (4) Source of Funds (See Instructions):
 AF
 Check if Disclosure of Legal
 Proceedings is Required Pursuant to
- (5) Items 2(d) or 2(e):
- (6) Citizenship or Place of
 Organization:
 New York
- | | | |
|---|------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | Sole Voting Power |
| | | 0 |
| | (8) | Shared Voting Power |
| | | 2,174,045 |
| | (9) | Sole Dispositive Power |
| | | 0 |
| | (10) | Shared Dispositive Power |
| | | 2,174,045 |
| | (11) | Aggregate Amount Beneficially Owned by Each Reporting Person: |
| | | 2,174,045 |
- (12) Check if the Aggregate Amount in
 Row (11) Excludes Certain Shares
 (See Instructions):
- (13) Percent of Class Represented by
 Amount in Row (11):

Explanation of Responses:

7.8%*

Type of Reporting Person (See
Instructions):

(14)

CO, HC

*Based on 27,975,424 shares of Common Stock of the Issuer outstanding as of February 21, 2018, as reported in the Issuer's Form 10-K filed with the SEC on February 26, 2018.

Schedule 13D

CUSIP No. 207410101

- (1) Name of Reporting Persons:
 Matthew Sirovich
 Check the Appropriate Box if a
 Member of a Group (See
- (2) Instructions):
 (a) (b)
- (3) SEC Use Only:
- (4) Source of Funds (See Instructions):
 AF
 Check if Disclosure of Legal
 Proceedings is Required Pursuant to
- (5) Items 2(d) or 2(e):
- (6) Citizenship or Place of
 Organization:
 United States
- | | | |
|---|------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | Sole Voting Power |
| | | 0 |
| | (8) | Shared Voting Power |
| | | 2,174,045 |
| | (9) | Sole Dispositive Power |
| | | 0 |
| | (10) | Shared Dispositive Power |
| | | 2,174,045 |
| | (11) | Aggregate Amount Beneficially Owned by Each Reporting Person: |
| | | 2,174,045 |
- (12) Check if the Aggregate Amount in
 Row (11) Excludes Certain Shares
 (See Instructions):
- (13) Percent of Class Represented by
 Amount in Row (11):
 7.8%*

Explanation of Responses:

(14) Type of Reporting Person (See
Instructions):

HC, IN

* Based on 27,975,424 shares of Common Stock of the Issuer outstanding as of February 21, 2018, as reported in the Issuer's Form 10-K filed with the SEC on February 26, 2018.

Schedule 13D

CUSIP No. 207410101

- (1) Name of Reporting Persons:
 Jeremy Mindich
 Check the Appropriate Box if a
 Member of a Group (See
- (2) Instructions):
 (a) (b)
- (3) SEC Use Only:
- (4) Source of Funds (See Instructions):
 AF
 Check if Disclosure of Legal
 Proceedings is Required Pursuant to
- (5) Items 2(d) or 2(e):
- (6) Citizenship or Place of
 Organization:
 United States
- | | | |
|---|------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | Sole Voting Power |
| | | 0 |
| | (8) | Shared Voting Power |
| | | 2,174,045 |
| | (9) | Sole Dispositive Power |
| | | 0 |
| | (10) | Shared Dispositive Power |
| | | 2,174,045 |
| | (11) | Aggregate Amount Beneficially Owned by Each Reporting Person: |
| | | 2,174,045 |
- (12) Check if the Aggregate Amount in
 Row (11) Excludes Certain Shares
 (See Instructions):
- (13) Percent of Class Represented by
 Amount in Row (11):
 7.8%*

Explanation of Responses:

(14) Type of Reporting Person (See
Instructions):

HC, IN

* Based on 27,975,424 shares of Common Stock of the Issuer outstanding as of February 21, 2018, as reported in the Issuer's Form 10-K filed with the SEC on February 26, 2018.

Amendment No. 6 to Schedule 13D

The following constitutes Amendment No. 6 (“Amendment No. 6”) to the Schedule 13D filed with the Securities and Exchange Commission (“SEC”) by Scopia Capital Management LP (“Scopia Capital”), Scopia Management, Inc. (“Scopia Management”), Matthew Sirovich and Jeremy Mindich (collectively, the “Reporting Persons”) on January 27, 2016, as amended by Amendment No. 1 filed on February 23, 2016, Amendment No. 2 filed on March 9, 2016, Amendment No. 3 filed on March 30, 2016, Amendment No. 4 filed on May 6, 2016, and Amendment No. 5 filed on February 9, 2018. This Amendment No. 6 amends and supplements the Schedule 13D as specifically set forth herein.

All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D, as amended. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The aggregate purchase price of the shares of the Issuer’s Common Stock, par value \$0.01 per share (the “Common Stock”) directly held by the Investment Vehicles reported herein was \$71,814,660. The shares of Common Stock directly held by the Investment Vehicles were purchased with the working capital of the Investment Vehicles (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). Except as previously disclosed in this Schedule 13D, as amended, all shares of Common Stock reported herein were purchased in open market transactions through a broker.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is supplemented and superseded, as the case may be, as follows:

This Amendment No. 6 is being filed to report dispositions of beneficial ownership of shares of Common Stock in an amount equal to one percent or more of the Issuer’s outstanding Common Stock since the Reporting Persons filed their last Schedule 13D amendment. The disclosure in Item 5(c) below regarding transactions in the Issuer’s Common Stock effected during the previous 60 days is incorporated by reference herein. Consistent with their investment purpose, the Reporting Persons may make, or cause, further dispositions of Common Stock from time to time and may acquire or cause to be acquired, additional shares of Common Stock, in each case depending on market conditions and other factors.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis and may from time to time and at any time in the future depending on various factors, including, without limitation, the outcome of any discussions with directors and officers of the Issuer, the Issuer’s financial position and strategic direction, actions taken by the Issuer’s Board of Directors, price levels of the Issuer’s securities, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, take such actions with respect to the investment in the Issuer as they deem appropriate. These actions may include: (i) acquiring additional shares of Common Stock and/or other equity, debt, notes, other securities, or derivative or other instruments that are based upon or relate to the value of securities of the Issuer (collectively, “Securities”) in the open market or otherwise; (ii) disposing of any or all of their Securities in the open market or otherwise; (iii) engaging in any hedging or similar transactions with respect to the Securities; or (iv) proposing or considering one or more of the actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

Except as set forth herein or previously disclosed in the Schedule 13D, as amended, the Reporting Persons do not have present plans or proposals at this time that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) and (b) Items 7 through 11 and 13 of each of the cover pages of this Schedule 13D are incorporated herein by reference. Such information is based on 27,975,424 shares of Common Stock of the Issuer outstanding as of February 21, 2018, as reported in the Issuer's Form 10-K filed with the SEC on February 26, 2018.

The Investment Vehicles have delegated to Scopia Capital sole voting and investment power over the securities held by the Investment Vehicles pursuant to their respective Investment Management Agreements with Scopia Capital. As a result, each of Scopia Capital, Scopia Management, as the general partner of Scopia Capital, and Messrs. Sirovich and Mindich, as Managing Directors of Scopia Management, may be deemed to exercise voting and investment power over the shares of Common Stock directly held by the Investment Vehicles. The Investment Vehicles specifically disclaim beneficial ownership of the securities of the Issuer directly held by them by virtue of their inability to vote or dispose of such securities as a result of their respective Investment Management Agreements with Scopia Capital.

(c) Except as set forth on Schedule A attached hereto or previously disclosed in this Schedule 13D, as amended, there have been no transactions in shares of Common Stock during the 60 days prior to the date hereof by any of the Reporting Persons. The information set forth on Schedule A is incorporated herein by reference.

(d) The disclosure regarding the relationship between the Reporting Persons in Item 2(c) of this Schedule 13D is incorporated by reference herein. All securities reported in this Schedule 13D are directly held by the Investment Vehicles, all of which are investment management clients of Scopia Capital. None of the Investment Vehicles individually directly holds more than 5% of the Issuer's outstanding shares of Common Stock. The limited partners of (or investors in) each of the Investment Vehicles have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock held for the accounts of their respective Investment Vehicles in accordance with their respective limited partnership interests (or investment percentages) in their respective Investment Vehicles.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of March 12, 2018

SCOPIA CAPITAL MANAGEMENT LP

By: Scopia Management, Inc., its general partner

By: /s/ Matthew Sirovich

Name: Matthew Sirovich
Title: Managing Director

SCOPIA MANAGEMENT, INC.

By: /s/ Matthew Sirovich

Name: Matthew Sirovich
Title: Managing Director

By: /s/ Matthew Sirovich

By: /s/ Jeremy Mindich

SCHEDULE A

TRANSACTIONS

Except as previously disclosed in this Schedule 13D, as amended, the following table sets forth all transactions by the Reporting Persons (on behalf of the Investment Vehicles) with respect to shares of Common Stock effected in the last 60 days, inclusive of any transactions effected through 4:00 p.m., New York City time, on March 9, 2018. Except as otherwise noted below, all such transactions were sales of Common Stock effected in the open market, and the table excludes commissions paid in per share prices.

Scopia Capital Management LP

| Nature of Transaction | Shares of Common Stock Purchased/(Sold) | Price Per Share (\$) | Date of Purchase / Sale |
|-----------------------|--|----------------------------|----------------------------|
| Sale | (15,616) | 60.1241 | 2/9/2018 |
| Sale | (19,857) | 60.1085 | 2/12/2018 |
| Sale | (20,000) | 60.0934 | 2/14/2018 |
| Sale | (32,277) | 60.9186 | 2/15/2018 |
| Sale | (27,866) | 61.0599 | 2/16/2018 |
| Sale | (22,877) | 61.032 | 2/20/2018 |
| Sale | (20,023) | 61.0746 | 2/21/2018 |
| Sale | (17,100) | 61.0705 | 2/26/2018 |
| Sale | (15,556) | 61.0185 | 2/27/2018 |
| Sale | (24,444) | 60.9728 | 2/28/2018 |
| Sale | (20,022) | 61.4125 | 3/6/2018 |
| Sale | (40,000) | 61.9751 | 3/7/2018 |
| Sale | (19,026) | 61.9141 | 3/8/2018 |
| Sale | (20,952) | 62.768 | 3/9/2018 |