

AUSTIN TODD M  
Form 4  
January 02, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
AUSTIN TODD M

2. Issuer Name and Ticker or Trading Symbol  
MGC DIAGNOSTICS Corp  
[MGCD]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
24 BLUE JAY LANE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/28/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Executive Officer

PELHAM, NH 03076

(City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
			Code V	Amount			
Common Stock	12/28/2017		D	20,819 <u>(1) (2)</u>	\$ 11.03	0	D

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

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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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(4) This option, which provided for vesting in three equal installments beginning June 1, 2016 and ending June 1, 2018 was cancelled in connection with the merger agreement between the company, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payout of \$248,200.

(5) This option, which provided for vesting in three equal installments beginning September 8, 2017 and ending September 8, 2019 was cancelled in connection with the merger agreement between the company, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payout of \$159,200.

(6) This option, which provided for vesting on August 30, 2018 was cancelled in connection with the merger agreement between the company, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payout of \$29,500.

(7) The shares that would have been issued under the phase that began July 1, 2017 were cancelled in connection with the merger agreement between the company, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payment of \$4,345.82.

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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