FITCH SANFORD Form 4

June 01, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

06/01/2018

Stock

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FITCH SANFORD Issuer Symbol MASIMO CORP [MASI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title C/O MASIMO CORPORATION, 52 05/31/2018 below) DISCOVERY 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **IRVINE, CA 92618** (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of 3. Transactionr Disposed of (D) Ownership Security (Month/Day/Year) Execution Date, if Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 05/31/2018 \$ 99.05 D M 1,583 Α 63,832 Stock \$ Common

2,000

D

100.2084

(2)

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

 $S^{(1)}$ 

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

61,832

D

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# 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. Transactic Code (Instr. 8)	5. Numb orDerivation Securities Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Restricted Stock Units	(3)	05/31/2018		M		1,583	05/31/2018(4)	06/01/2027	Common Stock	1,
Restricted Stock Units	<u>(3)</u>	05/31/2018		A	1,413		<u>(5)</u>	05/31/2028	Common Stock	1,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
FITCH SANFORD C/O MASIMO CORPORATION 52 DISCOVERY IRVINE, CA 92618	X					

## **Signatures**

/s/ David J. Van Ramshorst, Attorney-In-Fact

06/01/2018

\*\*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 shares covered by this Form 4 were sold pursuant to a Rule 10b5-1 Sales Plan dated as of November 29, 2017, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of \$99.47 (2) per share to a high of \$100.88 per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Each restricted stock unit (RSU) represents the contingent right to receive one share of common stock of the Issuer upon vesting of the RSU.
- (4) These RSUs were granted on June 1, 2017 and vested in full on May 31, 2018, the date of the next annual meeting of stockholders following the date of the grant.

**(5)** 

Reporting Owners 2

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These RSUs were granted on May 31, 2018 and will vest in full on the earlier of the first anniversary of the grant date or the date of the next annual meeting of stockholders following the date of the grant.

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.