

Cysewski Gerald R  
 Form 4  
 April 09, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Cysewski Gerald R

(Last) (First) (Middle)

73-4460 QUEEN KAAHUMANU HWY #102

(Street)

KAILUA-KONA, HI 96740

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 04/05/2018

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)  
 CSO

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 or Price   |  |                                   |
| Cyanotech common stock          | 04/05/2018                           |  | M <sup>(6)</sup>               |   | 167 A \$ 0  | 121,022  | D                                 |
| Cyanotech common stock          | 04/05/2018                           |  | F <sup>(5)</sup>               |   | 63 D \$ 5.25  | 120,959  | D                                 |
| Cyanotech common stock          |                                      |  |                                |   |   | 250  | I Held by spouse                  |

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)

| 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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Restricted stock units                     | <u>(1)</u>   | 04/05/2018                           |  | M                              | 167   | <u>(2)</u>   | <u>(2)</u>      | Cyanotech common stock  | 167                        |
| Restricted stock units                     | <u>(1)</u>   |                                      |  |                                |   | <u>(3)</u>   | <u>(3)</u>      | Cyanotech common stock  | 16,667                     |
| Cyanotech common stock options             | \$ 2.08  |                                      |  |                                |   | <u>(4)</u>   | 04/29/2019      | Cyanotech common stock  | 10,000                     |
| Cyanotech common stock options             | \$ 3.58  |                                      |  |                                |   | <u>(4)</u>   | 06/30/2021      | Cyanotech common stock  | 12,000                     |
| Cyanotech common stock options             | \$ 3.82  |                                      |  |                                |   | <u>(4)</u>   | 08/27/2021      | Cyanotech common stock  | 103,000                    |
| Cyanotech common stock options             | \$ 5.84  |                                      |  |                                |   | <u>(4)</u>   | 07/18/2022      | Cyanotech common stock  | 12,500                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cysewski Gerald R  
73-4460 QUEEN KAAHUMANU HWY #102 X CSO  
KAILUA-KONA, HI 96740

## Signatures

/s/ Dan Sprague, by Power of Attorney 04/09/2018

\_\_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) Each restricted stock unit represents the contingent right to receive one (1) share of Cyanotech common stock.
- (2) The restricted stock units shall vest as to 167 shares on April 5, 2018, 167 shares on April 5, 2019 and 166 shares on April 5, 2020, in each case subject to the reporting person's continued service with Cyanotech on the vesting date.
- (3) The restricted stock units shall vest as to 8,333 on March 31, 2019 and 8,334 on March 31, 2020, in each case subject to the reporting person's continued service with Cyanotech on the vesting date.
- (4) Fully exercisable
- The reporting person is reporting the withholding by the issuer of 63 shares of common stock that vested on April 5, 2018 pursuant to the
- (5) April 5, 2017 RSU grant, but that were not issued in order to satisfy the reporting person's tax withholding obligations in connection with the delivery of the converted common stock to the reporting person as of April 6, 2018.
- (6) Represents the conversion upon vesting of restricted stock units into common stock.

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.