

RITTICHER JEFFREY  
Form 4  
October 24, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
**RITTICHER JEFFREY**

(Last) (First) (Middle)  
**2015 W. CHESTNUT STREET**  
  
(Street)

**ALHAMBRA, CA 91803**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**EMCORE CORP [EMKR]**

3. Date of Earliest Transaction (Month/Day/Year)  
**10/23/2018**

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)  
**Chief Executive Officer**

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	10/23/2018		M		10,459 (1)	A	(2) 344,069	D
Common Stock	10/23/2018		F		5,185 (3)	D	\$ 5.04 338,884	D

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 Security (Instr. 3 and 4)
Performance-Based Restricted Stock Units (PSUs)	(4)	10/23/2018		M	33,333	(5) (5)	Emcore Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITTICHER JEFFREY 2015 W. CHESTNUT STREET ALHAMBRA, CA 91803			Chief Executive Officer	

## Signatures

/s/ Ryan Hochgesang, attorney  
in fact  
Date: 10/24/2018

\*\*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) Represents shares of Issuer common stock subject to an award of performance-based restricted stock units ("PSUs") that vests based on the Issuer's total shareholder return ("TSR") compared to pre-established TSR goals, based on the TSR of the Russell Microcap Index, that were set by the Compensation Committee of the Board of Directors. The Compensation Committee determined on October 23, 2018 that the number of PSUs earned was 31.38% of the target number of PSUs subject to the second tranche of the award.
- (2) The PSUs were awarded to the Reporting Person for no cash or other similar consideration.
- (3) Represents the number of shares required to be withheld in accordance with Rule 16b-3 to cover the Reporting Person's tax withholding obligations in connection with the vesting of the PSUs reported herein.
- (4) Each PSU represented a contingent right to receive one share of the Issuer's common stock, based on the Issuer's TSR compared to pre-established relative TSR goals, based on the TSR of the Russell Microcap Index, that were set by the Compensation Committee of the Board of Directors. The aggregate number of shares issued may range from zero (0) to 200% of the target number of shares granted.
- (5) PSUs that become vested and nonforfeitable are paid in shares of Common Stock as soon as practicable following the vesting date.

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.