

OLIVIER ROY W
Form 4
August 31, 2017

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 *
OLIVIER ROY W

2. Issuer Name and Ticker or Trading Symbol
ARI NETWORK SERVICES INC /WI [ARIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)
10850 W. PARK PLACE, SUITE 1200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2017

MILWAUKEE, WI 53224

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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		
Common Stock	08/29/2017		M		22,000 A \$ 0	300,402	D
Common Stock	08/29/2017		D ⁽¹⁾		300,402 D \$ 7.1	0	D
Common Stock	08/29/2017		D ⁽¹⁾		13,246 D \$ 7.1	0	I By 401(k) Plan

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock	\$ 0 ⁽²⁾	08/29/2017		M ⁽²⁾	22,000	⁽²⁾	03/04/2019	Common Stock	22,000
Restricted Stock	\$ 0 ⁽³⁾	08/29/2017		D ⁽³⁾	33,000	⁽³⁾	⁽³⁾	Common Stock	33,000
Stock Option (Right to Buy)	\$ 1.525	08/29/2017		D ⁽⁴⁾	300,000	07/31/2008	05/01/2018	Common Stock	300,000
Stock Option (Right to Buy)	\$ 3.3	08/29/2017		D ⁽⁵⁾	100,000	07/31/2014	03/04/2024	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLIVIER ROY W 10850 W. PARK PLACE SUITE 1200 MILWAUKEE, WI 53224	X		President and CEO	

Signatures

Mary L. Pierson (pursuant to Power of Attorney previously filed) 08/30/2017

 **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) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated June 20, 2017 among the Issuer, Expedition Holdings LLC ("Parent") and Expedition Merger Sub, Inc., at the effective time (the "Effective Time") of the merger (the "Merger") contemplated

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under the Merger Agreement, each unvested share of restricted stock of the Issuer vested, and each share of Issuer common stock converted into the right to receive \$7.10 in cash.

(2) 22,000 shares of performance-based restricted stock vested in connection with the Merger.

(3) 33,000 outstanding shares of performance-based restricted stock were cancelled in connection with the Merger.

At the Effective Time of the Merger, outstanding options to purchase shares of Issuer common stock were cancelled and converted into the right to receive, for each share of Issuer common stock subject to the option, an amount in cash equal to (x) \$7.10, minus (y) the sum

(4) of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts, except that the Reporting Person's options with respect to 262,200 shares were rolled over to options to acquire 1,861,620 units of an affiliate of the Parent at an exercise price of \$0.215 per unit.

At the Effective Time of the Merger, outstanding options were cancelled and converted into the right to receive, for each share of Issuer

(5) common stock subject to the option, an amount in cash equal to (x) \$7.10, minus (y) the sum of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts.

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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