

Bastarrica Air A. Jr.
Form 3
June 29, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Bastarrica Air A. Jr.</p> <p>(Last) (First) (Middle)</p> <p>C/O KNOWLES CORPORATION,Â 1151 MAPLEWOOD DR.</p> <p>(Street)</p> <p>ITASCA,Â ILÂ 60143-2071</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/22/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Knowles Corp [KN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Vice President & Controller</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 13,543 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (Right to Buy) | 02/17/2017 ⁽²⁾ | 02/17/2023 | Common Stock | 5,319 ⁽³⁾ | \$ 11.02 | D | Â |
| Stock Option (Right to Buy) | 02/16/2018 ⁽⁴⁾ | 02/15/2024 | Common Stock | 8,915 | \$ 19.28 | D | Â |
| Stock Option (Right to Buy) | 02/15/2019 ⁽⁴⁾ | 02/15/2025 | Common Stock | 11,132 | \$ 14.29 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bastarrica Air A. Jr. C/O KNOWLES CORPORATION 1151 MAPLEWOOD DR. ITASCA, IL 60143-2071 | Â | Â | Â Vice President & Controller | Â |

Signatures

/s/ Mark Pacioni,
attorney-in-fact

06/29/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- This total includes the following unvested Restricted Stock Units: 1,361 units from award dated 2/17/16 and will vest on 2/17/19; 3,112 units from award dated 2/16/17 and 1,556 will vest on 2/16/19 and 1,556 will vest on 2/16/20; and 6,298 units from award dated 2/15/18 that vests ratably over three years commencing on the first anniversary of the award.
- (1) Option granted under the Knowles Corporation 2014 Equity and Cash Incentive Plan that vests ratably over three years commencing on the first anniversary of the award.
 - (2) The original grant was issued for 7,979 options and 2,660 were previously exercised. The remaining balance on this grant is 5,319.
 - (3) Option granted under the Knowles Corporation 2016 Equity and Cash Incentive Plan that vests ratably over three years commencing on the first anniversary of the award.
 - (4)

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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