

SIERRA WIRELESS INC
Form 3
August 11, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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>SIERRA WIRELESS INC</p> <p>(Last) (First) (Middle)</p> <p>13811 WIRELESS WAY</p> <p>(Street)</p> <p>RICHMOND, BRITISH COLUMBIA, Z4 V6V 3A4</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/02/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NUMEREX CORP /PA/ [NMRX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>See Footnote 2 and 3 below</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) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------|
| Class A Common Stock, no par value | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

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.

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| SIERRA WIRELESS INC 13811 WIRELESS WAY RICHMOND, BRITISH COLUMBIA, V6V 3A4 | X | X | X | See Footnote 2 and 3 below |

Signatures

/s/ David G. McLennan, Chief Financial Officer and Secretary

08/11/2017

__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).

(1) On August 2, 2017, Sierra Wireless, Wireless Acquisition Sub, Inc., a Delaware corporation and direct, wholly-owned subsidiary of Sierra Wireless ("Merger Sub"), and Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Merger Sub will merge with and into the Issuer, with Issuer surviving as a wholly-owned subsidiary of Sierra Wireless (the "Merger").

(2) Sierra Wireless, Inc. ("Sierra Wireless") may be deemed to have beneficial ownership of 5,354,097 shares of Class A Common Stock, no par value, of the Issuer (the "Shares") held by (i) Gwynedd Resources, Ltd., (ii) VIEX Opportunities Fund, LP - Series One, VIEX GP, LLC, VIEX Special Opportunities Fund II, LP, VIEX Special Opportunities GP II, LLC, VIEX Special Opportunities Fund III, LP, VIEX Special Opportunities GP III, LLC, VIEX Capital Advisors, LLC and Eric Singer, (iii) Tony G. Holcombe, (iv) Stratton J. Nicolaides and (v) Andrew J. Ryan (each of the foregoing, a "Shareholder," and together, the "Shareholders") as a result of entering into voting agreements (the "Voting Agreements"), dated as of August 2, 2017, with each Shareholder. A copy of the form of Voting Agreement that Sierra Wireless entered into with each Shareholder was filed as an exhibit to Sierra Wireless' Current Report on Form 6-K filed on August 3, 2017.

(3) (continued from Footnote 2)The Voting Agreements generally require, subject to certain exceptions, such Shareholders to vote, or cause or direct to be voted, all of the Shares beneficially owned by the Shareholders to approve and adopt the Merger Agreement and the Merger and against any acquisition proposal or any other action, agreement or transaction that would reasonably be expected to impede or delay the Merger. Each Shareholder also agreed to certain transfer restrictions with respect to the Shares held by such Shareholder. Each Shareholder also agreed to certain transfer restrictions with respect to the Shares held by such Shareholder. Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by Sierra Wireless that it is the beneficial owner of the Shares referred to herein and such beneficial ownership is expressly denied.

(4) Sierra Wireless does not have any pecuniary interest in any of the Shares.

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.