

MACMILLAN STEPHEN P

Form 4

November 14, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MACMILLAN STEPHEN P

2. Issuer Name **and** Ticker or Trading  
Symbol  
HOLOGIC INC [HOLX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

250 CAMPUS DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/12/2018

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President and CEO

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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

MARLBOROUGH, MA 01752

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/12/2018		A	Amount 49,484 (1)	A (2)	1,603,296 (3)	D
Common Stock	11/12/2018		A	24,408 (4)	A (2)	1,627,704 (3)	D
Common Stock	11/14/2018		J(5)	41,770	D \$ 39.82 (6)	1,585,934 (3)	D

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

**Persons who respond to the collection of  
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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 40.97	11/12/2018		A		151,071		<u>(7)</u>	11/12/2028	Common Stock	151,071

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACMILLAN STEPHEN P 250 CAMPUS DRIVE MARLBOROUGH, MA 01752	X		Chairman, President and CEO	

## Signatures

/s/ Patricia K. Dolan, attorney-in-fact for Mr.  
MacMillan

11/14/2018

\_\_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 restricted stock units which vest in equal installments on each of the first three anniversaries of the grant date, November 12, 2018.
- (2) Restricted stock units are settled in shares of common stock on a one-for-one basis.
- (3) Includes 1,045,901 restricted stock units/performance stock units, the settlement of which has been deferred pursuant to the Issuer's Deferred Equity Plan.
- (4) Represents matching restricted stock units granted to the Reporting Person which vest in one installment on the third anniversary of the November 12, 2018 grant date.
- (5) Shares transferred pursuant to marriage settlement agreement.
- (6) Closing price per share of Hologic stock on the date of transfer.
- (7) This option to purchase common stock becomes exercisable in equal installments on each of the first four anniversaries of the grant date, November 12, 2018.

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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