

RealD Inc.

Form 4

March 24, 2016

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Skarupa Andrew A.

(Last) (First) (Middle)

100 NORTH CRESCENT  
DRIVE,, SUITE 200

(Street)

BEVERLY HILLS, CA 90210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
RealD Inc. [RLD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/22/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/22/2016		D	120,152	D		

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Performance Stock Units	(2)	03/22/2016		D		45,500		(2)	(2)	Common Stock	45,500
Performance Stock Units	(2)	03/22/2016		D		37,500		(2)	(2)	Common Stock	37,500
Stock Option (Right to Buy)	\$ 16	03/22/2016		D		85,704		(3)	07/15/2020	Common Stock	85,704
Stock Option (Right to Buy)	\$ 16	03/22/2016		D		21,000		(3)	07/15/2020	Common Stock	21,000
Stock Option (Right to Buy)	\$ 22.92	03/22/2016		D		76,919		(3)	07/01/2021	Common Stock	76,919
Stock Option (Right to Buy)	\$ 11.34	03/22/2016		D		105,000		(3)	05/08/2022	Common Stock	105,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Skarupa Andrew A. 100 NORTH CRESCENT DRIVE, SUITE 200 BEVERLY HILLS, CA 90210	Chief Financial Officer

## Signatures

Vivian Yang, Attorney-in-Fact for Andrew A. Skarupa 03/23/2016

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) On November 8, 2015 RealD Inc. (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Rhombus Cinema Holdings, LLC, a Delaware limited liability company ("Purchaser") and Rhombus Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Purchaser ("Merger Sub"), pursuant to which Merger Sub merged (the "Merger")

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with and into the Company, with the Company surviving the Merger and becoming a wholly owned subsidiary of Purchaser as a result of the Merger that became effective on March 22, 2016. Pursuant to the Merger Agreement, each share of Company common stock issued and outstanding immediately prior to the effective time of the Merger (the "Effective Time"), was cancelled and converted automatically into the right to receive a cash payment equal to \$11.00 in cash, without interest less any applicable tax withholding.

- (2) Represents previously unearned performance stock units. Pursuant to the Merger Agreement, as of the Effective Time, each performance stock unit, whether vested or unvested, was cancelled in exchange for the right to receive an amount in cash equal to the product of (i) the number of shares of the Company's common stock issuable upon conversion of such performance stock unit paid out at 100% of target multiplied by (ii) \$11.00, less any applicable tax withholding.
- (3) Pursuant to the Merger Agreement, the underlying stock options that were not in-the-money were cancelled.

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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