

COSTA INC
Form 4
February 03, 2014

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 *
WHALEN DAVID G

(Last) (First) (Middle)
C/O COSTA INC., 24 ALBION ROAD, SUITE 330
(Street)

LINCOLN, RI 02865

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COSTA INC [ATX]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				Code V	Amount		
Class A Common Stock	01/31/2014		D		533,823 (1)	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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 4.155	01/31/2014		D	534,351	<u>(3)</u>	01/08/2015	Class A Common Stock	534,351

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHALEN DAVID G C/O COSTA INC. 24 ALBION ROAD, SUITE 330 LINCOLN, RI 02865	X		President & CEO	

Signatures

/s/ Tina Benik, as attorney in fact for David Whalen
Date: 02/03/2014

**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) Includes 50,000 shares of restricted stock that were previously granted to the Reporting Person.

Pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 7, 2013, by and among Costa Inc., a Rhode Island corporation (the "Company"), Essilor International SA, a French societe anonyme ("Essilor"), and GWH Acquisition Sub Inc., a Rhode Island corporation and an indirect wholly-owned subsidiary of Essilor ("Merger Sub"), at the effective time of the merger, each outstanding share of the Company's Class A Common Stock, par value \$1.00 per share, was converted at into the right to receive \$21.50 in cash (the "Merger Consideration"). In addition, at the effective time of the merger, each outstanding share of restricted stock was cancelled and converted into the right to receive the Merger Consideration.

(3) This option was fully vested and exercisable prior to the effective time of the merger.

Pursuant to the terms of the Merger Agreement, each outstanding option to purchase the Company's Class A Common Stock was cancelled and converted as of the effective time of the merger into the right to receive an amount in cash determined by multiplying (i) the excess, if any, of the Merger Consideration over the per-share exercise price of the Class A Common Stock subject to such stock option by (ii) the number of shares of Class A Common Stock subject to such option.

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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