

Swan Winifred L
Form 4
February 25, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Swan Winifred L

(Last) (First) (Middle)

350 MERRIMACK STREET

(Street)

LAWRENCE, MA 01843

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NxStage Medical, Inc. [NXTM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2019

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)

SVP and General Counsel

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2019		D ⁽¹⁾	13,077 D \$ 30 0		D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 (Right to Buy)	\$ 11.03	02/21/2019		D ⁽²⁾	11,542	04/04/2013	03/03/2023	Common Stock	11,542
Stock Option (Right to Buy)	\$ 14.66	02/21/2019		D ⁽²⁾	49,529	04/10/2014	03/09/2024	Common Stock	49,529
Stock Option (Right to Buy)	\$ 16.66	02/21/2019		D ⁽²⁾	53,315	04/03/2015	03/02/2025	Common Stock	53,315
Stock Option (Right to Buy)	\$ 15.58	02/21/2019		D ⁽²⁾	71,509	04/09/2016	03/08/2026	Common Stock	71,509
Stock Option (Right to Buy)	\$ 27.89	02/21/2019		D ⁽²⁾	39,884	04/09/2017	03/08/2027	Common Stock	39,884
Restricted Stock Unit	\$ 0	02/21/2019		D ⁽³⁾	9,314	03/09/2018	03/09/2020	Common Stock	13,971

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swan Winifred L 350 MERRIMACK STREET LAWRENCE, MA 01843			SVP and General Counsel	

Signatures

/s/ Aras Lapinskas, attorney-in-fact for Winifred
Swan

02/25/2019

 **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) Disposed of under Merger Agreement with Fresenius Medical Care Holdings, Inc. in which all outstanding shares of Issuer's Common Stock were converted into the right to receive \$30 per share in cash.
- (2) This option was canceled in the Merger in exchange for an amount in cash equal to the product of the total number of shares subject to the option multiplied by the excess of the Merger Consideration of \$30 per share over the option exercise price.
- (3) These performance shares were canceled in the Merger in exchange for an amount in cash equal to the product of the total number of performance shares multiplied by the Merger Consideration of \$30 per share.

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.