Edgar Filing: LEIBEL DENNIS R - Form 4

EIDEL DENDUG

| Form 4 | INIS K | | | | | | | | | | |
|--|--|------------|--|-------------------------------------|---|--------|------------|---|---|---|--|
| May 30, 2018 | | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB OMB Number: | 3235-0287 | | |
| Check this | | | vv asi | inigion, i | J.C. 2034 | | | | Expires: | January 31, | |
| Form 4 or | | | | | TIES | | | | Estimated a burden hou response | | |
| obligations may contir <i>See</i> Instruc 1(b). | Section 17 | (a) of the | | lity Holdi | ng Comp | any A | Act of | e Act of 1934, 1935 or Section 0 | 1 | | |
| (Print or Type Re | esponses) | | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol MICROSEMI CORP [MSCC] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | | | | | | | | | |
| (1 | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/29/2018 | | | | | X Director 10% Owner Officer (give titleX Other (specify below) Lead Independent Director | | | |
| (Street) 4. If Amena Filed(Month | | | | dment, Date Original h/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| ALISO VIEJ | O, CA 92656 | | | | | | | Form filed by M Person | lore than One Re | porting | |
| (City) | (State) | (Zip) | Table | I - Non-De | rivative Se | curiti | es Acqu | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | ion Date, if | Code (Instr. 8) | Transaction(A) or Disposed of Code (D) | | | 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) | |
| Microsemi Common Stock | 05/29/2018 | | | D | 7,624 | D | <u>(1)</u> | 0 | D | | |
| Microsemi Common Stock | 05/29/2018 | | | D | 36,000 | D | <u>(1)</u> | 0 | I | Defined Benefit Plan (2) | |

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

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 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) | 4. Transactio Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|-------|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|---------------------------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| LEIBEL DENNIS R ONE ENTERPRISE ALISO VIEJO, CA 92656 | Х | | | Lead Independent Director | | | |
| Signatures | | | | | | | |
| Mark Lin, Attorney-in-Fact for Leibel | 05/30/ | 2018 | | | | | |

Explanation of Responses:

**Signature of Reporting Person

* 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).

Shares disposed of pursuant to the Agreement and Plan of Merger by and among Microchip Technology Incorporated ("Microchip"), Maple Acquisition Corporation and Microsemi Corporation (the "Merger Agreement" and, the transaction contemplated therein, the

Date

- (1) Maple Acquisition Corporation and Microsenn Corporation (the Microsen Agreement and, the transaction contemplated therein, the "Merger"), whereby each share of Issuer's common stock was automatically cancelled and converted into the right to an amount equal to \$68.78 in cash (the "Merger Consideration").
- (2) Shares are held in a defined benefit pension plan in which the reporting person is the sole trustee and sole beneficiary.

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.