

MAXWELL TECHNOLOGIES INC  
Form 4  
March 06, 2017

**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 \*  
Fink Franz

2. Issuer Name and Ticker or Trading Symbol  
MAXWELL TECHNOLOGIES INC  
[MXWL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/02/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

3888 CALLE FORTUNADA

(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

SAN DIEGO, CA 92123

(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 Ownership (Instr. 4)
				(A) or (D) Price			
			Code V	Amount (D)	Price		
Common Stock	03/02/2017		M	1,983 A	\$ 0 (1) 220,027	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 Number of Shares
Market Stock Units	\$ 0 <sup>(2)</sup>	03/02/2017		M		1,983	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock 1,983
Restricted Stock Units	\$ 0 <sup>(5)</sup>	03/02/2017		D		80,000	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock 80,000
Restricted Stock Units	\$ 0 <sup>(5)</sup>	03/02/2017		A		92,000	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock 92,000
Market Stock Units	\$ 0 <sup>(2)</sup>	03/02/2017		A		158,000	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock 158,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fink Franz 3888 CALLE FORTUNADA SAN DIEGO, CA 92123	X		Chief Executive Officer	

## Signatures

Sabrina Randolph, by Power of Attorney  
03/06/2017

\*\*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) These units do not carry a conversion price.
- (2) Each market stock unit represents a right to receive one share of the Issuer's common stock.  
This award represents market stock units with vesting based on performance of the Company's common stock compared to the Nasdaq Composite Index over a period of three years. Depending on the level of performance actually achieved, the number of shares that may vest under this award will vary. A portion of this award vested on March 2, 2017. The amount included in the table above represents the maximum number of shares that could vest under the grant.
- (3) These units were received as a grant or award for no consideration.
- (5) Each restricted stock unit represents a right to receive one share of the Issuer's common stock.
- (6)

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This disposition represents restricted stock units with vesting subject to the achievement of Company performance targets by December 31, 2016. The amount included in the table above represents the maximum number of shares that could have vested under the grant. As the performance targets were not achieved, the restricted stock units were cancelled.

- (7) Award vests in annual installments over 4 years as long as the holder remains in service to the Company. Vested shares will be delivered to the holder shortly after the vesting date.

This award represents market stock units with vesting based on performance of the Company's common stock compared to the Nasdaq Composite Index over a period of three years. Depending on the level of performance actually achieved, the number of shares that may vest under this award will vary. The amount included in the table above represents the maximum number of shares that could vest under the grant. An additional grant of 118,000 market stock units for above-target performance was also approved by the Company's compensation committee, but is contingent upon and subject to approval of an amendment to the Company's equity incentive plan at our 2017 annual meeting of stockholders.

- (8)

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.