

Knaley Brian
Form 4/A
May 23, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Knaley Brian

2. Issuer Name and Ticker or Trading Symbol
ARC Group Worldwide, Inc.
[ARCW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O ARC GROUP WORLDWIDE, INC., 810 FLIGHTLINE BLVD.

05/14/2018

Chief Financial Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/23/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DELAND, FL 32724

(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 | |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|------------------------------|--|---------------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 2.35 | 05/14/2018 ⁽⁴⁾ | A | | 29,250 | | <u>(1)</u> | 05/14/2025 | Common Stock | 117,000 <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Knaley Brian C/O ARC GROUP WORLDWIDE, INC. 810 FLIGHTLINE BLVD. DELAND, FL 32724 | | | Chief Financial Officer | |

Signatures

/s/ Brian Knaley 05/23/2018
 **Signature of Date
 Reporting Person

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) Twenty-five percent (25%) of the Stock Options granted shall vest upon the date of grant and each anniversary of the date of grant until the Stock Options have vested in full. The Options shall expire on May 14, 2025 the seventh anniversary of the date of grant. As of the date of grant on May 14, 2018, 29,250 options for shares of common stock were fully vested and exercisable.
 - (2) On May 14, 2018 Mr. Knaley was granted 117,000 shares of Incentive Stock Options where twenty-five percent (25%) of the Stock Options granted shall vest upon the date of grant and each anniversary of the date of grant until the Stock Options have vested in full. The Options shall expire on May 14, 2025 the seventh anniversary of the date of grant. As of May 14, 2018, the date of grant, 29,250 options for shares of common stock were fully vested and exercisable.
 - (3) The Reporting Person is voluntarily early reporting beneficial ownership of the 117,000 Stock Options and only 25% or 29,250 stock options are vested on the date of grant and 75% will vest equally over the next three years on the anniversary date of the date of grant until the Stock Options have vested in full.
 - (4) This Form 4 was required to be filed within two business days of May 14, 2018, the date of grant. Due to an administrative delay this Form 4 is being filed late.

Remarks:

This filing is being amended to include footnote 3 and footnote 4 to Table II and to correct the amount of shares in Item 9 of T

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.