

Symmetry Medical Inc.
Form 4
December 09, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sullivan Thomas Joseph

(Last) (First) (Middle)

3724 N. ST. RD. 15

(Street)

WARSAW, IN 46582

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Symmetry Medical Inc. [SMA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2014

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 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	12/05/2014		A	Amount (1) 28,196	A \$ 0 319,402	D	
Common Stock	12/05/2014		A	Amount (2) 141,361	A \$ 0 460,763	D	
Common Stock	12/05/2014		D	460,763	D \$ 9.27 0 (3)	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
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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)	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 of Number of Shares
Option	\$ 7.69	12/05/2014		D		300,000		07/27/2017	07/27/2018	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Thomas Joseph 3724 N. ST. RD. 15 WARSAW, IN 46582	X		President & CEO	

Signatures

David C. Milne - Attorney
in fact 12/09/2014

__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) These shares were granted pursuant to the Company's 2014 Equity Incentive Plan based on performance thereunder.
- (2) Mr. Sullivan received these shares in lieu of a cash payment pursuant to his Third Amended Severance Agreement in association with the transaction described in the subsequent footnote.
- Pursuant to the Agreement and Plan of Merger dated as of August 4, 2014, by and among Symmetry Medical Inc., Tecostar Holdings, Inc., Tecomet Inc., and TecoSym, Inc., shares were converted into the right to receive per-share consideration of: (i) one-quarter (.25) of one share of Symmetry Surgical Inc., common stock in partial redemption, and (ii) \$7.50 in cash.
- Pursuant to the Agreement and Plan of Merger dated as of August 4, 2014, by and among Symmetry Medical Inc., Tecostar Holdings, Inc., Tecomet Inc., and TecoSym, Inc., Mr. Sullivan's options were cancelled and converted into the right to receive per-share consideration of: (i) one-quarter (.25) of one share of Symmetry Surgical Inc., common stock in partial redemption, and (ii) \$7.50 in cash. Because the cash payment was less than the option exercise price, Mr. Sullivan received shares of Symmetry Surgical Inc. upon payment of the exercise price.

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.