PRICESMART INC Form 4

July 19, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Bahrambeygui Sherry S.

> (First) (Middle)

9740 SCRANTON ROAD

(Street)

2. Issuer Name and Ticker or Trading Symbol

PRICESMART INC [PSMT]

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

07/15/2016

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN DIEGO, CA 92121-1745

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, \$0.0001 par value per share	07/15/2016		Code V	Amount 150,000 (1)	(D)	Price \$ 0 (1)	(Instr. 3 and 4) 151,791 (2)	D	
Common Stock, \$0.0001 par value per share							74,333	I	By Hosey Family Trust (3)
Common Stock,							1,000	I	By son (4)

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\$0.0001 par value per share

Common Stock,

\$0.0001

par value per share

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

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SEC 1474

(9-02)

1,000

I

By son (4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3,	S	ate	7. Title at Amount of Underlyin Securities (Instr. 3 a	of ng s	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				4, and 5)					
			Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount amber ares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of the remote requirement	Director	10% Owner	Officer	Other			
Bahrambeygui Sherry S. 9740 SCRANTON ROAD	X						
SAN DIEGO, CA 92121-1745	71						

Signatures

/s/ Sherry S. 07/19/2016 Bahrambeygui

**Signature of Reporting Date
Person

Reporting Owners 2

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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).
 - On July 15, 2016, the Reporting Person entered into a restricted property agreement with The Price Group LLC, pursuant to which it agreed to transfer to the Reporting Person 150,000 shares of common stock of the Issuer, as compensation for her services to The Price
- (1) Group LLC. Pursuant to the restricted property agreement, the shares will vest and be released to the Reporting Person on an annual basis in one tenth increments, commencing on July 15, 2016, and subject to the Reporting Person's continued employment on each vest/release date with The Price Group LLC.
- On November 4, 2015, the Reporting Person filed a Form 4 that inadvertently transposed the number of securities beneficially owned directly by her immediately following the transaction reported therein. The number of securities owned should have been reported as 1,791 shares, but was reported as 1,719 shares. The number of securities owned following the transaction reported herein has been updated to correct for this error.
- (3) The reported securities are owned directly or indirectly by the Hosey Family Trust of which the Reporting Person is co-trustee. The Reporting Person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (4) The reported securities are held in custodial accounts for the benefit of the Reporting Person's minor children. The Reporting Person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

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.