

Dziedzic Joseph W  
 Form 4  
 July 19, 2017

**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 \*  
 Dziedzic Joseph W

2. Issuer Name and Ticker or Trading Symbol  
 Integer Holdings Corp [ITGR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 10000 WEHRLE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 07/17/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

(Street)  
 CLARENCE, NY 14031

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

(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  |   |  |                                   |
| Common Stock                    | 07/17/2017                           |  | D <sup>(1)</sup>               | 825 D \$ 0  | 8,451   | D  |                                   |
| Common Stock                    | 07/17/2017                           |  | M                              | 6,299 A \$ 0  | 14,750  | D  |                                   |
| Common Stock                    | 07/17/2017                           |  | F                              | 1,723 D \$ 0  | 13,027  | D  |                                   |

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

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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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Restricted Stock Unit                      | \$ 0   | 07/17/2017                           |  | M                              | 6,299   | 07/17/2017 <sup>(2)</sup>                                | Common Stock                                     |
| Restricted Stock Unit                      | \$ 0   | 07/17/2017                           |  | J <sup>(2)</sup>               | 12,598  | 07/17/2017 <sup>(2)</sup>                                | Common Stock                                     |
| Restricted Stock Units                     | \$ 0   | 07/17/2017                           |  | A                              | 22,883  | 12/29/2017 <sup>(3)</sup>                                | Common Stock                                     |
| Restricted Stock Units                     | \$ 0   | 07/17/2017                           |  | A                              | 11,638  | 12/29/2017 <sup>(3)</sup>                                | Common Stock                                     |
| Non-Qualified Stock Options                | \$ 43.7  | 07/17/2017                           |  | A                              | 67,613  | 12/29/2017 <sup>(4)</sup> 07/17/2027                     | Common Stock                                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Dziejdzic Joseph W<br>10000 WEHRLE DRIVE<br>CLARENCE, NY 14031 | X             |           | President & CEO |       |

## Signatures

/s/ Timothy G. McEvoy as attorney-in-fact for Joseph W. Dziejdzic

07/19/2017

\*\*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) Represents the forfeiture of a portion of the restricted stock grant received by Mr. Dziejdzic for service as a non-employee director of Integer Holdings Corporation for fiscal 2017 given Mr. Dziejdzic's appointment as President & Chief Executive Officer of Integer.

(2) Pursuant to the restricted stock award letter dated March 27, 2017, Mr. Dziejdzic received a pro-rated vesting based on the term of his service as Interim President and Chief Executive Officer. As a result of his appointment as Chief Executive Officer on July 17, 2017, Mr. Dziejdzic received and immediately vested in 6,299 restricted stock units and forfeited the remaining 12,598 of restricted stock units.

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- (3) Grant of restricted stock units that vest in three equal annual installments on the last day of each fiscal year beginning in fiscal year 2017.
- (4) Grant of non-qualified stock options that vest in three equal annual installments on the last day of each fiscal year beginning in fiscal year 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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