

DOT HILL SYSTEMS CORP

Form 4

October 08, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAMMERSGARD DANA

2. Issuer Name **and** Ticker or Trading
Symbol
DOT HILL SYSTEMS CORP
[HILL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1351 S. SUNSET STREET

(Street)

LONGMONT, CO 80501

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2015

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

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/06/2015		U		766,259	D	0
Common Stock	10/06/2015		U		218	D	0

By Spouse

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Number Shares
Employee Stock Option (Right to Buy)	\$ 6.87	10/06/2015		D	150,000	<u>(2)</u>	03/06/2016	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 3.57	10/06/2015		D	200,000	<u>(2)</u>	02/26/2017	Common Stock	200,000
Employee Stock Option (Right to Buy)	\$ 2.4	10/06/2015		D	100,000	<u>(2)</u>	03/17/2018	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 2.36	10/06/2015		D	75,000	<u>(2)</u>	08/10/2018	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 1.44	10/06/2015		D	150,000	<u>(2)</u>	03/08/2017	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 2.84	10/06/2015		D	200,000	<u>(2)</u>	05/09/2018	Common Stock	200,000
Employee Stock Option (Right to Buy)	\$ 1.4	10/06/2015		D	337,500	<u>(3)</u>	03/18/2019	Common Stock	337,500

Employee

Stock

Option (Right to Buy)	\$ 1.06	10/06/2015	D	305,000	<u>(4)</u>	03/18/2020	Common Stock	305,00
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Employee

Stock

Option (Right to Buy)	\$ 4	10/06/2015	D	260,000	<u>(5)</u>	03/10/2021	Common Stock	260,00
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Employee

Stock

Option (Right to Buy)	\$ 4.75	10/06/2015	D	200,000	<u>(6)</u>	03/09/2022	Common Stock	200,00
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAMMERSGARD DANA 1351 S. SUNSET STREET LONGMONT, CO 80501	X		President & CEO	

Signatures

/s/ Hanif I. Jamal,
attorney-in-fact

10/07/2015

__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) Disposed of pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated August 18, 2015, among the Issuer, Seagate HDD Cayman ("Parent"), and Denali Acquisition Sub Corp., a wholly-owned subsidiary of Parent ("Merger Sub"), in exchange for cash consideration of \$9.75 per share, without interest, subject to any required withholding of taxes. Pursuant to the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger").

(2) This option, which was fully vested on the closing date of the Merger (October 6, 2015), was cancelled in the Merger in exchange for a cash payment equal to \$9.75 per share minus the per share exercise price of the option, subject to any applicable tax withholdings.

(3) This option, which provided for vesting of 25% of the shares subject to the option on March 19, 2013 and the remaining shares vesting in equal monthly installments over the following three years, was cancelled in the Merger in exchange for a cash payment equal to \$9.75 per share, minus the per share exercise price of the option, subject to any applicable tax withholdings. In connection with the Merger, vesting of the stock option was accelerated and the option became fully vested and exercisable effective immediately prior to the effective time of the Merger.

(4) This option, which provided for vesting of 25% of the shares subject to the option on March 19, 2014 and the remaining shares vesting in equal monthly installments over the following three years, was cancelled in the Merger in exchange for a cash payment equal to \$9.75 per share, minus the per share exercise price of the option, subject to any applicable tax withholdings. In connection with the Merger, vesting of the stock option was accelerated and the option became fully vested and exercisable effective immediately prior to the effective time of the Merger.

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This option, which provided for vesting of 25% of the shares subject to the option on March 11, 2015 and the remaining shares vesting in equal monthly installments over the following three years, was cancelled in the Merger in exchange for a cash payment equal to \$9.75 per share, minus the per share exercise price of the option, subject to any applicable tax withholdings. In connection with the Merger, vesting of the stock option was accelerated and the option became fully vested and exercisable effective immediately prior to the effective time of the Merger.

- (5)
- This option, which provided for vesting of 25% of the shares subject to the option on March 10, 2016 and the remaining shares vesting in equal monthly installments over the following three years, was cancelled in the Merger in exchange for a cash payment equal to \$9.75 per share, minus the per share exercise price of the option, subject to any applicable tax withholdings. In connection with the Merger, vesting of the stock option was accelerated and the option became fully vested and exercisable effective immediately prior to the effective time of the Merger.

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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