

CROATTI CYNTHIA
Form 4
April 10, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROATTI CYNTHIA

2. Issuer Name and Ticker or Trading Symbol
UNIFIRST CORP [UNF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
68 JONSPIN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/08/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and Treasurer

WILMINGTON, MA 01887

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)
Common Stock				(A) or (D) Price	2,883	D ⁽¹⁾	
Common Stock					68,534	I ⁽²⁾	By LLC

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

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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 or Number of Shares
Class B Common Stock	(3)	04/08/2019		S	19,495 (4)	(3)	(3)	Common Stock (\$0.10 par value)	19,495
Class B Common Stock	(3)					(3)	(3)	Common Stock (\$0.10 par value)	1,688,694

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROATTI CYNTHIA 68 JONSPIN ROAD WILMINGTON, MA 01887	X	X	Executive VP and Treasurer	

Signatures

/s/ David Whitman,
Attorney-in-Fact
Date: 04/10/2019

**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) Consists of 1,332 restricted stock units that vest 100% on December 20, 2022 and 1,551 restricted stock units that vest 100% on October 22, 2023.
- (2) Cynthia Croatti is the manager of Trilogy Investment Partners LLC, which as of the date of filing this report, directly owns the reported securities. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that she is the beneficial owner of the securities for purposes of Section 16 or any other purpose.
- (3) Each share of Class B Common Stock is convertible at any time by the holder into one share of Common Stock. Each share of Class B Common Stock automatically converts into one share of Common Stock upon transfer to a recipient that is not a permitted transferee or upon termination of the Class B Common Stock, in each case in accordance with the terms of the charter of UniFirst Corporation.
- (4)

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Represents the sale of shares by a trust of which Cynthia Croatti is a trustee but not a beneficiary to a trust of which Cynthia Croatti is a beneficiary but not a trustee.

Each of the aforementioned reporting persons disclaims beneficial ownership of these reported securities, except to the extent of his, her or its pecuniary interest therein, if any, and this report shall not be deemed an admission that such persons are the beneficial owners of these securities for purposes of Section 16 or any other purpose.

- (5)

Includes 4,374 shares owned directly by The Marie Croatti QTIP Trust. Cynthia Croatti is trustee of The Marie Croatti QTIP Trust. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that she is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

- (6)

Includes 94,405 shares owned by trusts of which Cynthia Croatti is a trustee but not a beneficiary. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that she is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

- (7)

Cynthia Croatti is a trustee of The Samuel E. Brown Gallo Trust - 1989 and The Nicholas C. Brown Gallo Trust - 1989, which as of the date of filing this report, each directly owns a portion of an aggregate of 48,000 shares of Class B Common Stock. Cynthia Croatti disclaims beneficial ownership of these reported securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that she is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

- (8)

Includes 672,775 shares owned directly by The Queue Limited Partnership and 199 shares owned directly by Queue Management Associates, Inc. Queue Management Associates, Inc. is the general partner of The Queue Limited Partnership. The Ronald D. Croatti Trust 1993 (of which Carol Croatti and Matthew Croatti are the trustees and Carol Croatti is the beneficiary), Cynthia Croatti and Cecilia Levenstein are the sole shareholders of Queue Management Associates, Inc., and Carol Croatti, Cynthia Croatti and Cecelia Levenstein are the directors of Queue Management Associates, Inc.

- (9)

Cynthia Croatti and Cecelia Levenstein are trustees, co-trustees and in some cases beneficiaries, and in some cases their children are beneficiaries, of various trusts which hold limited partnership interests in The Queue Limited Partnership. Ronald D. Croatti's children are beneficiaries of certain trusts which hold limited partnership interests in The Queue Limited Partnership. Certain of the trusts which hold limited partnership interests in The Queue Limited Partnership also own certain shares directly.

- (10)

Includes 1,015,717 shares owned directly by The Red Cat Limited Partnership and 3 shares owned directly by Red Cat Management Associates, Inc. Red Cat Management Associates, Inc. is the general partner of The Red Cat Limited Partnership. The Ronald D. Croatti Trust - 1993 and Cynthia Croatti are the sole shareholders of Red Cat Management Associates, Inc. and Carol Croatti and Cynthia Croatti are the directors of Red Cat Management Associates, Inc. Cynthia Croatti and Cecelia Levenstein are trustees, co-trustees and in the case of Cynthia Croatti a beneficiary of certain trusts which hold limited partnership interests in The Red Cat Limited Partnership. Ronald D. Croatti's children are beneficiaries of a trust which holds a limited partnership interest in The Red Cat Limited Partnership. Certain of the trusts which hold limited partnership interests in The Red Cat Limited Partnership also own certain shares directly.

- (11)

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.