MAGNETEK, INC.

Form 4

February 28, 2014

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARXE AUSTIN W &

GREENHOUSE DAVID M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(First) (Last)

MAGNETEK, INC. [MAG]

(Check all applicable)

C/O SPECIAL SITUATIONS FUNDS, 527 MADISON AVENUE,

(Street)

SUITE 2600

3. Date of Earliest Transaction (Month/Day/Year) 02/26/2014

Director Officer (give title below)

_X__ 10% Owner __Other (specify

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

NEW YORK, NY 10022

(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. Transactic Code (Instr. 8)		sed of 4 and (A) or	` ′	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 Indirect Beneficial Ownership (Instr. 4)			
Common Stock	02/26/2014		S	4,032	D	\$ 24.4301 (1)	345,521	I	By Limited Partnerships			
Common Stock	02/27/2014		S	5,200	D	\$ 24.7163 (1)	340,321	I	By Limited Partnerships			
Common Stock	02/28/2014		S	1,500 (2)	D	\$ 24.1282 (1)	338,821 (2)	I (2)	By Limited Partnerships (2)			

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative Conversion		(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities Acquired (A) or			(Instr.	tr. 3 and 4)		(
	Security]	
	·										J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
							Expiration Date	Title	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

10% Owner Officer Other Director

Relationships

MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022

X

Signatures

Austin W.

02/28/2014 Marxe

**Signature of Date

Reporting Person

David M.

Greenhouse 02/28/2014

**Signature of Date

Reporting Person

Adam C.

Stettner 02/28/2014

**Signature of Date

Reporting Person

Reporting Owners 2 Edgar Filing: MAGNETEK, INC. - Form 4

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) This is a weighted average price.
 - This is a joint filing by Austin W. Marxe (Marxe), David M. Greenhouse (Greenhouse) and Adam C. Stettner (Stettner). They share voting and investment control over all securities owned by Special Situations Fund III QP, LP (QP) and Special Situations Cayman Fund,
- (2) L.P. (Cayman), respectively 253,187 shares of Common Stock are held by QP and 85,634 shares of Common Stock are held by Cayman. The interest of Marxe, Greenhouse and Stettner in the shares of Common Stock owned by QP and Cayman is limited to the extent of the pecuniary interest.

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.