MAGNETEK, INC. Form 4 September 02, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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)

(City)

1. Name and Address of Reporting Person * REILAND DAVID P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MAGNETEK, INC. [MAG]

(Month/Day/Year)

Filed(Month/Day/Year)

09/02/2015

(First) (Middle) (Last)

3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

MAGNETEK, INC., N49 W13650 CAMPBELL DRIVE

(Street)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

below)

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

MENOMONEE FALLS, WI 53051 (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed (onth/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(IIISU. 4)	(Instr. 4)	
Common Stock	09/02/2015		D	1,255	D	\$ 50 (1)	0	D		
Common Stock	09/02/2015		D	11,755	D	\$ 50 ₍₁₎	0	I	By Trust	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Director Stock Option (Right to Buy)	\$ 21.05	09/02/2015		D	750	(2)	01/16/2019	Common Stock	7
Director Stock Option (Right to Buy)	\$ 13.95	09/02/2015		D	750	<u>(2)</u>	06/26/2019	Common Stock	7
Director Stock Option (Right to Buy)	\$ 11.05	09/02/2015		D	750	<u>(2)</u>	06/25/2020	Common Stock	7
Director Stock Option (Right to Buy)	\$ 18.45	09/02/2015		D	1,743	<u>(2)</u>	07/01/2021	Common Stock	1,7
Director Stock Option (Right to Buy)	\$ 8.48	09/02/2015		D	1,866	<u>(2)</u>	12/30/2021	Common Stock	1,
Director Stock Option (Right to Buy)	\$ 10.41	09/02/2015		D	3,091	<u>(2)</u>	12/28/2022	Common Stock	3,0
Director Stock Option (Right to Buy)	\$ 22.23	09/02/2015		D	1,426	(2)	12/29/2023	Common Stock	1,4
•	\$ 38	09/02/2015		D	836	(2)	12/28/2024		8

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Director Stock Option (Right to Buy)							Common Stock	
Phantom Stock Units	<u>(3)</u>	09/02/2015	D	31,510.514	<u>(4)</u>	<u>(4)</u>	Common Stock	31,5

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

REILAND DAVID P

MAGNETEK, INC.

N49 W13650 CAMPBELL DRIVE

MENOMONEE FALLS, WI 53051

Signatures

Scott S. Cramer, Attorney-in-Fact for David P.
Reiland

09/02/2015

**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).
 - On July 26, 2015, the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") with Columbus McKinnon Corporation, a New York corporation ("Parent"), and Megatron Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent ("Acquisition Sub"). Pursuant to the Merger Agreement, Acquisition Sub commenced a tender offer to acquire all
- (1) shares of the Issuer's common stock at a price per share of \$50.00, and on September 2, 2015, Acquisition Sub accepted all shares of Issuer's common stock that were tendered and Parent subsequently made a cash payment in respect of all of the outstanding shares of the Issuer's common stock that were tendered. The reporting person reports disposition of shares tendered by the reporting person pursuant to the terms of the tender offer, which involved a change of control.
- The Merger Agreement contemplated a merger of Acquisition Sub with and into the Issuer following consummation of the tender offer.

 Pursuant to the Merger Agreement, each unexpired and unexercised option vested immediately prior to the consummation of the merger and was canceled in exchange for a cash payment per share equal to the difference between \$50.00 and the exercise price of such option. Options with an exercise price of \$50.00 per share or more were canceled and are not shown in Table II of this Report.
- (3) 1 for 1.
- As a result of the transactions contemplated by the Merger Agreement, the reporting person was entitled to receive an amount per share of \$50.00 for each Phantom Stock Unit.

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.

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