

Fenzi Neal
Form 4
December 06, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fenzi Neal

(Last) (First) (Middle)

C/O RESONANT INC., 175
CREMONA DRIVE, SUITE 200

(Street)

GOLETA, CA 93117

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Resonant Inc [RESN]

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

12/01/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Executive VP of Engineering

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/01/2018		M	11,250 A	477,904	D	
Common Stock	12/01/2018		M	8,654 A	486,558	D	
Common Stock	12/04/2018		S ⁽²⁾	7,129 ⁽³⁾ D	\$ 1.7027 479,429	D	

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

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SEC 1474
(9-02)

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 and Amount of Underlying Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	12/01/2018		M		11,250		(4)	(4)	Common Stock	11,250
Restricted Stock Units	(1)	12/01/2018		M		8,654		(5)	(5)	Common Stock	8,654

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fenzi Neal C/O RESONANT INC. 175 CREMONA DRIVE, SUITE 200 GOLETA, CA 93117	Executive VP of Engineering

Signatures

/s/George B. Holmes,
Attorney-In-Fact

12/05/2018

**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) Each restricted stock unit represents a contingent right to receive one share of Resonant Inc. common stock,
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person to satisfy the reporting person's tax withholding obligations upon the vesting of restricted stock units.
This transaction was executed in multiple trades at prices ranging from \$1.67 to \$1.74. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) 11,250 restricted stock units vested on each of December 1, 2017 and December 1, 2018, and installments of 11,250 restricted stock units will vest on each of December 1, 2019 and December 1, 2020.
- (4)

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- (5) 8,654 restricted stock units vested on December 1, 2018, and installments of 8,653 restricted stock units will vest on each of December 1, 2019, December 1, 2020 and December 1, 2021.

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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