

CYANOTECH CORP  
Form 4  
December 16, 2016

**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 \*  
DAVIS MICHAEL A /

(Last) (First) (Middle)

CYANOTECH CORPORATION, 73-4460 QUEEN KAAHUMANU HWY #102

(Street)

KAILUA-KONA, HI 96740

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CYANOTECH CORP [CYAN]

3. Date of Earliest Transaction (Month/Day/Year)  
12/16/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4) |   |                                                                                |
|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|---|--------------------------------------------------------------------------------|
|                                    |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                      |   |                                                                                |
| Cyanotech Corporation Common Stock | 12/16/2016                           |                                                    | G                              | V                                                                 | 350,000                                                                                       | D                                                        | \$ 0 0                                     | I | By self as co-trustee of the Michael Arlen Davis Charitable Lead Annuity Trust |
| Cyanotech Corporation              | 12/16/2016                           |                                                    | G                              | V                                                                 | 350,000                                                                                       | A                                                        | \$ 0 450,000                               | I | By self as director of                                                         |

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|                                    |  |  |         |   |  |  |                                                                          |
|------------------------------------|--|--|---------|---|--|--|--------------------------------------------------------------------------|
| Common Stock                       |  |  |         |   |  |  | Skywords Family Foundation Inc. (1)                                      |
| Cyanotech Corporation Common Stock |  |  | 12,119  | D |  |  |                                                                          |
| Cyanotech Corporation Common Stock |  |  | 435,642 | I |  |  | By self as trustee of the Michael Arlen Davis Revocable Trust            |
| Cyanotech Corporation Common Stock |  |  | 150,000 | I |  |  | By Self as co-trustee for trusts for the benefit of Mr. Davis's children |
| Cyanotech Corporation Common Stock |  |  | 31,250  | I |  |  | By Spouse                                                                |
| Cyanotech Corporation Common Stock |  |  | 25,000  | I |  |  | By self as UTMA custodian for daughter                                   |

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

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(9-02)

**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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------|

4, and 5)

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount              |
|------|---|-----|-----|------------------|-----------------|-------|---------------------|
|      |   |     |     |                  |                 |       | or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                         | Director      | 10% Owner | Officer | Other |
| DAVIS MICHAEL A /<br>CYANOTECH CORPORATION<br>73-4460 QUEEN KAAHUMANU HWY #102<br>KAILUA-KONA, HI 96740 | X             | X         |         |       |

## Signatures

/s/ Dan Sprague, by Power of Attorney 12/16/2016

\*\*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).

### Remarks:

On December 16, 2016 the Michael Arlen Davis Charitable Lead Annuity Trust (the "Charitable Trust") gifted 350,000 shares

(1) Skywords is a 501(c)(3) charitable foundation, of which the Reporting Person and his spouse serve as the two directors. T

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.