

CLARKE JANET M

Form 4

May 21, 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 *
CLARKE JANET M

(Last) (First) (Middle)

C/O VISHAY PRECISION GROUP,
INC., 3 GREAT VALLEY
PARKWAY, SUITE 150

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Vishay Precision Group, Inc. [VPG]

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

05/17/2018

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/17/2018		A		1,549 (1)	A	\$ 0 8,075 D

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

CLARKE JANET M
C/O VISHAY PRECISION GROUP, INC.
3 GREAT VALLEY PARKWAY, SUITE 150
MALVERN, PA 19355

X

Signatures

/s/ Roland Desilets, as Attorney-in-Fact for Janet
Clarke

05/21/2018

**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).

The reporting person was granted 1,549 restricted stock units ("RSUs") under the Vishay Precision Group, Inc. 2010 Stock Incentive

- (1) Program, as amended. The RSUs will vest on the earlier to occur of the first anniversary of the date of grant and the issuer's next annual meeting of stockholders, provided that the reporting person continues in service as a director until such earlier date.

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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Explanation of Responses:

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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock

- (1) on the applicable vesting date. These restricted stock units will vest ratably on each of February 25, 2017, February 25, 2018 and February 25, 2019. Vested shares will be issued to the reporting person as soon as practicable after the applicable vesting date.

These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock

- (2) on the applicable vesting date. These restricted stock units vest in full on February 25, 2019. Vested shares will be issued to the reporting person as soon as practicable after the vesting date.

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- Consists of (i) 4,380 shares of Common Stock; (ii) 831 restricted stock units that vest in full on February 22, 2017; (iii) 729 restricted
- (3) stock units that vest in full on February 24, 2017; (iv) 2,371 restricted stock units that vest ratably on March 6, 2016, March 6, 2017 and March 6, 2018; (v) 711 restricted stock units that fully vests on March 6, 2018; and (vi) the restricted stock units reported on this Form 4.
- (4) This option becomes exercisable in three equal annual installments on each of February 25, 2017, February 25, 2018 and February 25, 2019.

Remarks:

The signatory is signing on behalf of Sallie R. Larsen pursuant to a Power of Attorney dated August 3, 2015.

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