

Friedman Martin S.
Form 4
February 05, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Friedman Martin S.

2. Issuer Name **and** Ticker or Trading
Symbol
ACCESS NATIONAL CORP
[ANCX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2019

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

C/O ACCESS NATIONAL
CORPORATION

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

RESTON, VA 20191

(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. 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 | 02/01/2019 | | D | | 65,535.87 | D | 0 |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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. F Der Sec (Ins |
|---|--|---|---|--------------------------------------|---|--|--------------------|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| options to purchase | \$ 17.96 | 02/01/2019 | | D | 5,000 | <u>(2)</u> | 01/21/2020 | common stock | 5,000 |
| options to purchase | \$ 18.32 | 02/01/2019 | | D | 5,000 | <u>(2)</u> | 01/21/2021 | common stock | 5,000 |
| options to purchase | \$ 27.82 | 02/01/2019 | | D | 5,000 | <u>(2)</u> | 02/23/2022 | common stock | 5,000 |
| options to purchase | \$ 29.51 | 02/01/2019 | | D | 2,093 | <u>(2)</u> | 03/15/2023 | common stock | 2,093 |
| options to purchase | \$ 28.92 | 02/01/2019 | | D | 4,625 | <u>(2)</u> | 06/28/2023 | common stock | 4,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Friedman Martin S. C/O ACCESS NATIONAL CORPORATION RESTON, VA 20191 | | X | | |

Signatures

Sheila M. Linton, as attorney-in-fact for Martin S. Friedman
02/05/2019

**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) Disposed of pursuant to the Agreement and Plan of Reorganization between Union Bankshares Corporation ("Union") and issuer, dated October 4, 2018, as amended on December 7, 2018 (the "Merger Agreement"), pursuant to which the issuer was merged with and into

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Union effective February 1, 2019 (the "Merger"). Pursuant to the Merger, each issued and outstanding share of common stock of the issuer was converted into 0.75 shares of Union common stock, with cash paid in lieu of fractional shares. As a result of the Merger, the reporting person no longer beneficially owns directly or indirectly any shares of common stock of the issuer.

Pursuant to the Merger Agreement, each option to purchase shares of issuer's common stock that was outstanding and unexercised immediately prior to the effective time of the Merger automatically converted into a stock option to purchase shares of Union common

(2) stock, with the number of underlying shares and the exercise price determined as set forth in the Merger Agreement. Except as otherwise set forth in this Form 4, each such stock option was already fully vested and exercisable or became fully vested and exercisable in connection with the Merger.

(3) This option was converted into an option to purchase 3,750 shares of Union common stock for \$23.95 per share.

(4) This option was converted into an option to purchase 3,750 shares of Union common stock for \$24.43 per share.

(5) This option was converted into an option to purchase 3,750 shares of Union common stock for \$37.10 per share.

(6) This option was converted into an option to purchase 1,569 shares of Union common stock for \$39.35 per share.

(7) This option was converted into an option to purchase 3,468 shares of Union common stock for \$38.56 per share.

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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