HARMAN INTERNATIONAL INDUSTRIES INC /DE/
Form 4
March 14, 2017

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Suko Todd A

(Last) (First) (Middle)

C/O HARMAN INTERNATIONAL INDUSTRIES, INC, 400 ATLANTIC STREET, SUITE 1500

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HARMAN INTERNATIONAL INDUSTRIES INC /DE/ [HAR]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2017

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)
EVP, General Counsel

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/10/2017[(1)]		M		2,787 [(1)]	A	$ 0	21,881	D	
Common Stock	03/10/2017[(1)]		M		2,191 [(1)]	A	$ 0	24,072	D	
Common Stock	03/10/2017[(1)]		M		4,015 [(1)]	A	$ 0	28,087	D	
Common Stock	03/10/2017[(1)]		A		7,804 [(2)] [(3)]	A	$ 0	35,891	D	
	03/10/2017[(1)]		A			A	$ 0	43,761	D	

Common Stock			7,870 (3) (2)				
Common Stock	03/10/2017(1)	A	8,010 (2) (3)	A	$ 0	51,771	D
Common Stock	03/10/2017(1)	F	15,997 (4)	D	$ 112	35,774	D
Common Stock	03/10/2017(1)	D	16,680 (1)	D	$ 112	19,094	D
Common Stock	03/10/2017(1)	D	19,094 (1)	D	$ 112	0	D

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

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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. Pr Deriv Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Unit	(3)	03/10/2017		M			2,787	(3)	(3)	Common Stock	2,787	$
Restricted Share Unit	(3)	03/10/2017		M			2,191	(3)	(3)	Common Stock	2,191	$
Restricted Share Unit	(3)	03/10/2017		M			4,015	(3)	(3)	Common Stock	4,015	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Suko Todd A C/O HARMAN INTERNATIONAL INDUSTRIES, INC			EVP, General Counsel	

400 ATLANTIC STREET, SUITE 1500
STAMFORD, CT 06901

Signatures

Marisa Iasenza, as attorney-in-fact, for Todd Suko	03/14/2017
**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) On November 14, 2016, Harman International Industries, Inc. (the "Issuer") entered into an Agreement and Plan of Merger (the "Merger Agreement"), by and among Samsung Electronics Co., Ltd., Samsung Electronics America, Inc. ("Samsung USA"), Silk Delaware, Inc., a wholly owned subsidiary of Samsung USA ("Merger Sub"). Upon completion of the merger of the Issuer and Merger Sub (the "Closing"), the Reporting Person's shares of the Issuer's common stocks and restricted stock units ("RSUs") were converted into the right to receive $112 in cash, without interest, (the "Merger Consideration").

(2) With respect to outstanding performance restricted stock units ("PRSUs"), 60% of the target award amount and a pro rata portion of the remaining 40%, calculated based on number of days lapsed between date of grant and March 10, 2017, were vested and converted to cash, and the remaining PRSUs were forfeited.

(3) Upon the Closing, all unvested RSUs held by the Reporting Person were cancelled and converted into the right to receive an amount of cash equal to the number of shares at the Merger Consideration of $112 per share.

(4) Represents the aggregate number of shares of common stock of the issuer withheld to cover taxes due upon vesting of the restricted share units reported in Column 4.

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