

HARMAN INTERNATIONAL INDUSTRIES INC /DE/

Form 4

March 15, 2017

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 *
Rowland Sandra E.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP and CFO

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

(Street)

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

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

STAMFORD, CT 06901

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/10/2017 ⁽¹⁾		M		2,217 ⁽¹⁾	A	\$ 45.9	34,498	D	
Common Stock	03/10/2017 ⁽¹⁾		A		3,804 ^{(2) (3)}	A	\$ 0	38,302	D	
Common Stock	03/10/2017 ⁽¹⁾		A		4,271 ^{(3) (2)}	A	\$ 0	42,573	D	
Common Stock	03/10/2017 ⁽¹⁾		A		1,843 ^{(3) (2)}	A	\$ 0	44,416	D	
	03/10/2017 ⁽¹⁾		F			D		38,947	D	

Common Stock			5,469 (5)	\$	112		
Common Stock	03/10/2017 ⁽¹⁾	D	6,666 (1)	D	\$ 112	32,281	D
Common Stock	03/10/2017 ⁽¹⁾	D	32,281 (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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(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 (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 or Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 45.9 ⁽⁴⁾	03/10/2017		M	2,217	⁽⁴⁾ ⁽⁴⁾	Common Stock	2,217 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rowland Sandra E. C/O HARMAN INTERNATIONAL INDUSTRIES, INC 400 ATLANTIC STREET, SUITE 1500 STAMFORD, CT 06901	EVP and CFO

Signatures

Marisa Iasenza, as attorney-in-fact, for Sandra E. Rowland 03/15/2017

 **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).

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, shares of restricted stock units ("RSUs") and stock options 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 was previously accelerated and the underlying shares were issued to Ms. Rowland on December 19, 2016. With respect to the remaining 40% of the PRSUs, a pro rata portion calculated based on number of days lapsed between date of grant and March 10, 2017 were vested On March 10, 2017 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) Upon the Closing, all vested Stock Options held by the Reporting Person were cancelled and converted into the right to receive an amount per share of common stock equal to \$112 less the exercise price for such option.
- (5) 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.

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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