

Young Andrew  
Form 4  
May 16, 2018

**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 \*  
Young Andrew

(Last) (First) (Middle)  
100 LIBERTY STREET  
(Street)

WARREN, PA 16365

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Northwest Bancshares, Inc. [NWBI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/14/2018

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)  
EVP Chief Information Officer

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 (D) or Price (A)   |  |   |       |
| Northwest Bancshares, Inc. Common Stock | 05/14/2018                           |  | A                              |   | 5,850<br>(1)  | A  | \$ 60,769.289<br>(2)                                  | D     |
| Northwest Bancshares, Inc. Common Stock |                                      |  |                                |   | 6,040.288   | (3)  | I   | IRA   |
| Northwest Bancshares, Inc. Common Stock |                                      |  |                                |   | 15,182.618  | (5)  | I   | 401-K |

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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, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |                 |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|-------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable           | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy)               | \$ 16.59   | 05/14/2018                           |  | A                              | 12,480<br><u>(4)</u>  | 05/14/2018   | 05/14/2028  | Common Stock               | 12,480          |       |                            |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships                             |
|--|---|
|  | Director    10% Owner    Officer    Other |
| Young Andrew<br>100 LIBERTY STREET<br>WARREN, PA 16365 | EVP Chief Information Officer             |

## Signatures

|                                 |            |
|---------------------------------|------------|
| Andrew C.<br>Young              | 05/16/2018 |
| **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).
- (1) One seventh of this grant of RRP shares will vest each year beginning May 14, 2018 and on each May 14th thereafter through May 14, 2024.
- (2) Reflects Transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Reflects Transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (4) One seventh of this grant of stock options will vest each year beginning May 14, 2018 and on each May 14th thereafter through May 14, 2024.

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(5) Reflects Transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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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