

ACTUATE CORP
Form 4
March 21, 2014

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 *
McKeever Thomas

(Last) (First) (Middle)
2207 BRIDGEPOINTE PARKWAY,
SUITE 500
(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACTUATE CORP [ACTU]

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
General Counsel & VP, Corp Dev

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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Restricted Stock Unit (4) (5) | 03/19/2014 | | A | | 30,000 | A | \$ 0 |
| | | | | | 64,270 ⁽⁶⁾ | 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)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Stock Unit | (1) | 03/19/2014 | | A | 20,000 | 12/31/2015(2) (3) | Common Stock 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McKeever Thomas 2207 BRIDGEPOINTE PARKWAY, SUITE 500 SAN MATEO, CA 94404 | | | General Counsel & VP, Corp Dev | |

Signatures

/s/ Thomas
McKeever 03/21/2014

**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) Each performance stock unit represents a contingent right to receive one share of the Company's common stock; the number indicated represents the maximum number of performance stock units that can be earned by the reporting person. Unless the Reporting Person elects to defer the issuance of the shares until the Reporting Person's separation from service from the Issuer, the shares of the Issuer's common stock will be issued as the Performance Grant vests.
- The performance-vesting requirement is tied to a Company performance metric for the 1-year performance period beginning January 1, 2014 and ending on December 31, 2014. The actual number of shares of the Company's common stock into which the performance stock units will convert is calculated as follows, depending on how much of the performance metric is obtained by the end of the performance period: (i) none if less than 80%, (ii) 100% if 100% or greater, and (iii) between 80% and 100% the conversion rate matches the percentage of performance metric achieved.
- (2) The performance stock units earned on the basis of the Company's performance will vest in three equal installments at the end of calendar 2015, 2016 and 2017, with the vesting of each installment contingent on the reporting person's continued service with the Company through the underlying calendar year.
- (3) Represents shares of the Issuer's common stock underlying restricted stock units ("RSUs") awarded to the Reporting Person. The RSUs will vest in a series of four successive equal annual installments, with the first installment to vest on January 30, 2015 and the remaining installments to vest on January 30th for the following three years provided that the Reporting Person remains in the Issuer's service through each such date, subject to accelerated vesting upon the Reporting Person's termination of employment under certain prescribed circumstances within 12 months following certain changes in ownership or control of the Issuer or during the period commencing with the Issuer's execution of a definitive agreement to effect a change in control and ending on the earlier to occur of (i) the closing of the change in control transaction or (ii) the termination of such definitive agreement.

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- (5) Unless the Reporting Person elects to defer the issuance of the shares until the Reporting Person's separation from service from the Issuer, the shares of the Issuer's common stock will be issued as the RSUs vest.

Includes (a) 3,750 shares of Issuer's common stock subject to a restricted stock unit award granted on January 28, 2011 that will be issued as those units vest, (b) 12,500 shares of Issuer's common stock subject to a restricted stock unit award granted on January 27, 2012 that

- (6) will be issued as those units vest, (c) 7,500 shares of Issuer's common stock subject to a restricted stock unit award granted on January 30, 2013 that will be issued as those units vest, and (d) 30,000 shares of Issuer's common stock subject to a restricted stock unit award granted on March 19, 2014 that will be issued as those units vest.

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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