

SL INDUSTRIES INC
Form 4
June 01, 2016

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 *
GRAY AVRUM

(Last) (First) (Middle)

C/O SL INDUSTRIES, INC., 520
FELLOWSHIP ROAD, SUITE
A114

(Street)

MT. LAUREL, NJ 08054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SL INDUSTRIES INC [SLI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2016

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/31/2016 | | U | 23,378 D \$ 40 (1) | 6,000 | D | |
| Common Stock | 06/01/2016 | | D | 6,000 (2) D \$ 40 | 0 | D | |
| Common Stock | 05/31/2016 | | U | 13,400 D \$ 40 (1) | 0 | I (3) (4) | By 1993 GF Limited Partnership |
| Common Stock | 05/31/2016 | | U | 5,800 D \$ 40 (1) | 0 | I (4) (5) | By AVG Limited Partnership |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAY AVRUM C/O SL INDUSTRIES, INC. 520 FELLOWSHIP ROAD, SUITE A114 MT. LAUREL, NJ 08054 | | X | | |

Signatures

/s/ Avrum Gray 06/01/2016
 **Signature of Date
 Reporting Person

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).
- Price reflects aggregate per share consideration paid pursuant to the tender offer contemplated under the Agreement and Plan of Merger
- (1) dated April 6, 2016, by and among Handy & Harman Ltd., Handy & Harman Group Ltd., SLI Acquisition Co., and SL Industries, Inc. (the "Company").
 - (2) Reflects 6,000 shares granted to the Reporting Person pursuant to Restricted Shares Agreements under the Company's 2008 Incentive Stock Plan, of which 3,000 vested in accordance with their terms on May 28, 2016 (the "Vested Shares"). Pursuant to the Merger Agreement, the unvested shares of restricted stock were vested and cancelled in exchange for a cash payment of \$120,000, which is the product of (i) the aggregate number of shares of restricted stock (3,000 shares) and (ii) \$40.00 per share, with such payment subject to any required withholding of taxes. The Vested Shares were cancelled in exchange for a payment of \$120,000, which is the product of (i) the aggregate number of shares of restricted stock (3,000 shares) and (ii) \$40.00 per share, with such payment subject to any required

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withholding of taxes.

- (3) Held by 1993 GF Limited Partnership, in which the general partner is a corporation owned solely by the Reporting Person.
- (4) The Reporting Person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (5) Held by AVG Limited Partnership, in which the Reporting Person is a general partner.

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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