

Dziedzic Joseph W
 Form 4
 March 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Dziedzic Joseph W

2. Issuer Name and Ticker or Trading Symbol
 Integer Holdings Corp [ITGR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 10000 WEHRLE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/09/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

CLARENCE, NY 14031
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | |
| Common Stock | 03/09/2018 | | A ⁽¹⁾ | | 8,952 | A | \$ 0 |
| Common Stock | 03/09/2018 | | F | | 2,180 | D | \$ 53.8 |

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

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SEC 1474 (9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | \$ 0 | 03/09/2018 | | A ⁽²⁾ | 9,194 | <u>(2)</u> / <u>(2)</u> | Common 9,194 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dziejdzic Joseph W 10000 WEHRLE DRIVE CLARENCE, NY 14031 | X | | President & CEO | |

Signatures

/s/ Mark Zawodzinski as attorney-in-fact for Joseph W. Dziejdzic. 03/13/2018

__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) Represent the portion of a performance-based restricted stock unit ("PRSU") award made on February 6, 2017 that was determined to be earned based on performance for the period ending December 29, 2017. The established performance and service conditions were determined to have been met as of March 9, 2018.
 - (2) Represent the portion of a PRSU award made on February 6, 2017 that was determined to be earned based on performance for the period ending December 29, 2017. The established performance conditions were determined to have been met as of March 9, 2018. The PRSUs are scheduled to vest in two approximately equal installments on December 28, 2018 and January 3, 2020, provided the reporting person is employed by the Issuer on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.