

AZZURRO CAPITAL INC

Form 4

November 01, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
AZZURRO CAPITAL INC

(Last) (First) (Middle)

C/O MOORE STEPHENS, PO BOX  
743, SUITE 5

(Street)

WATERGARDENS 4, J1 GX11  
1AA

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TRAVELZOO [tzoo]

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

10/30/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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                | (A) or (D) | Price   |  |   |  |
| Common Stock                    | 10/30/2018                           |  | S                              |   | 103,840<br><u>(4)</u> | D          | \$<br>7.44<br><u>(1)</u> <u>(2)</u>   | 6,146,160  | I <u>(3)</u>  | Shares sold were directly owned by Azzurro Capital, Inc. |
| Common Stock                    | 10/31/2018                           |  | S                              |   | 101,160<br><u>(4)</u> | D          | \$<br>7.43<br><u>(2)</u> <u>(5)</u>   | 6,045,000  | I <u>(3)</u>  | Shares sold were directly owned by Azzurro               |

Capital,  
Inc.

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| AZZURRO CAPITAL INC<br>C/O MOORE STEPHENS<br>PO BOX 743, SUITE 5<br>WATERGARDENS 4, J1 GX11 1AA                       | X                                |
| Ralph Bartel 2005 Trust<br>C/O FEDELTA TRUST LIMITED<br>29/31 ATHOL STREET, OMAR HOUSE BLDG<br>ISLE OF MAN, X0 1M11LB | X                                |
| BARTEL RALPH<br>CASELLA POSTALE 823<br>6612 ASCONA, V8 6612   | X X                              |

## Signatures

Ralph Bartel, Authorized  
Signatory 11/01/2018

\_\_Signature of Reporting Person

Date

## Edgar Filing: AZZURRO CAPITAL INC - Form 4

Ralph Bartel, Authorized  
Signatory

11/01/2018

\_\_Signature of Reporting Person

Date

Ralph Bartel

11/01/2018

\_\_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) Sale prices for the shares sold ranged from \$7.00 to \$7.83.

(2) The reporting person undertakes to provide, upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each price.

(3) Indirect ownership applies to Ralph Bartel and the 2005 Ralph Bartel Trust.

(4) Azzurro Capital Inc. made the sales in accordance with a plan to diversify its investments.

(5) Sale prices for the shares sold ranged from \$7.20 to \$7.76.

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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