

ConforMIS Inc
Form 4/A
January 11, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Lang Philipp

(Last) (First) (Middle)

C/O CONFORMIS, INC., 28
CROSBY DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ConforMIS Inc [CFMS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
01/09/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Common Stock | 01/05/2017 | | M | 100 | A \$ 5.26 | 514,719 | D | |
| Common Stock | 01/05/2017 | | M | 100 | A \$ 5.26 | 514,819 | D | |
| Common Stock | 01/05/2017 | | M | 100 | A \$ 5.5 | 514,919 | D | |
| Common Stock | 01/05/2017 | | M | 100 | A \$ 5.5 | 515,019 | D | |
| Common Stock | 01/05/2017 | | S ⁽¹⁾ | 400 | D \$ 8.6 | 514,619 | D | |

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| | | | |
|--------------|---------|---|--------------------------|
| Common Stock | 12,498 | I | See footnote. <u>(2)</u> |
| Common Stock | 930,904 | I | See footnote. <u>(3)</u> |

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 5.26 | 01/05/2017 | | M | 100 | <u>(4)</u> 09/27/2021 | Common Stock | 100 |
| Stock Option (right to buy) | \$ 5.26 | 01/05/2017 | | M | 100 | <u>(4)</u> 09/27/2021 | Common Stock | 100 |
| Stock Option (right to buy) | \$ 5.5 | 01/05/2017 | | M | 100 | <u>(4)</u> 03/27/2022 | Common Stock | 100 |
| Stock Option (right to buy) | \$ 5.5 | 01/05/2017 | | M | 100 | <u>(4)</u> 03/27/2022 | Common Stock | 100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lang Philipp C/O CONFORMIS, INC. 28 CROSBY DRIVE BEDFORD, MA 01730 | X | | | |

Signatures

| | |
|--|------------|
| /s/ David Cerveny, Attorney-in-Fact | 01/11/2017 |
| **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) This sale was made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
 - (2) The shares are held directly by the Reporting Person's children.
The shares are held directly by the NP Irrevocable Trust udt dated 12/28/12. The Reporting Person's immediate family members are
 - (3) beneficiaries of the NP Irrevocable Trust udt dated 12/28/12, and the Reporting Person disclaims beneficial ownership of all shares except to the extent of his pecuniary interest therein.
 - (4) This option is fully vested.

Remarks:

This Form 4/A amends and restates a Form 4 filed on January 9, 2017 to delete the two extraneous line items in Table I.

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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