

Fenzi Neal
 Form 4
 December 06, 2018

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

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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 *
 Fenzi Neal

(Last) (First) (Middle)

C/O RESONANT INC., 175
 CREMONA DRIVE, SUITE 200

(Street)

GOLETA, CA 93117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Resonant Inc [RESN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/01/2018

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)
 Executive VP of Engineering

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 | (A) or (D) | Price |
| Common Stock | 12/01/2018 | | M | | 11,250 | A | Ⓐ 477,904 |
| Common Stock | 12/01/2018 | | M | | 8,654 | A | Ⓐ 486,558 |
| Common Stock | 12/04/2018 | | S ⁽²⁾ | | 7,129 ⁽³⁾ | D | \$ 1.7027 479,429 |

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

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number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 12/01/2018 | | M | 11,250 | (4) (4) | Common Stock | 11,250 |
| Restricted Stock Units | (1) | 12/01/2018 | | M | 8,654 | (5) (5) | Common Stock | 8,654 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fenzi Neal C/O RESONANT INC. 175 CREMONA DRIVE, SUITE 200 GOLETA, CA 93117 | | | Executive VP of Engineering | |

Signatures

/s/George B. Holmes, 12/05/2018
Attorney-In-Fact

**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 restricted stock unit represents a contingent right to receive one share of Resonant Inc. common stock,
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person to satisfy the reporting person's tax withholding obligations upon the vesting of restricted stock units.
This transaction was executed in multiple trades at prices ranging from \$1.67 to \$1.74. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) 11,250 restricted stock units vested on each of December 1, 2017 and December 1, 2018, and installments of 11,250 restricted stock units will vest on each of December 1, 2019 and December 1, 2020.
- (4)

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- (5) 8,654 restricted stock units vested on December 1, 2018, and installments of 8,653 restricted stock units will vest on each of December 1, 2019, December 1, 2020 and December 1, 2021.

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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