

Gavin Robert M.
Form 4
October 30, 2017

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 *
Gavin Robert M.

2. Issuer Name and Ticker or Trading Symbol
BIO-TECHNE Corp [TECH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2017

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Sen. VP Protein Platforms

C/O BIO-TECHNE CORPORATION, 614 MCKINLEY PLACE NE

(Street)

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

MINNEAPOLIS, MN 55413

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 1,667 | D | |

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)

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| 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 10/26/2017 | | A | | 1,949 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 1,949 |
| Stock Options (Right to buy) | \$ 125.05 | 10/26/2017 | | A | | 10,742 | | <u>(2)</u> | 08/09/2024 | Common Stock | 10,742 |
| Stock Options (Right to buy) | \$ 125.05 | 10/26/2017 | | A | | 14,323 | | <u>(3)</u> | 08/09/2024 | Common Stock | 14,323 |
| Restricted Stock Units | <u>(4)</u> | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 1,500 |
| Restricted Stock Units | <u>(1)</u> | | | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 2,111 |
| Stock Option (Right to Buy) | \$ 108.49 | | | | | | | <u>(7)</u> | 08/07/2022 | Common Stock | 12,500 |
| Stock Option (Right to Buy) | \$ 108.49 | | | | | | | <u>(5)</u> | 08/07/2022 | Common Stock | 9,375 |
| Stock Option (Right to Buy) | \$ 93.32 | | | | | | | <u>(8)</u> | 07/31/2021 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 90.25 | | | | | | | <u>(9)</u> | 11/30/2021 | Common Stock | 5,000 |
| Stock Options | \$ 106.59 | | | | | | | <u>(6)</u> | 08/18/2023 | Common Stock | 13,028 |

(Right to buy)

| | | | | | |
|------------------------------|-----------|------|------------|--------------|--------|
| Stock Options (Right to buy) | \$ 106.59 | (10) | 08/18/2023 | Common Stock | 17,371 |
|------------------------------|-----------|------|------------|--------------|--------|

| | | | | | |
|------------------------------|----------|------|------------|--------------|--------|
| Stock Options (Right to buy) | \$ 93.32 | (11) | 07/31/2021 | Common Stock | 16,667 |
|------------------------------|----------|------|------------|--------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gavin Robert M. C/O BIO-TECHNE CORPORATION 614 MCKINLEY PLACE NE MINNEAPOLIS, MN 55413 | | | Sen. VP Protein Platforms | |

Signatures

/s/ Brenda S. Furlow, attorney in fact for Robert M. Gavin pursuant to Power of Attorney filed here with 10/30/2017

__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) Each restricted stock unit represents a contingent right to receive one share of Bio-Techne common stock.
- (2) Vests in full or in part on 8/9/2020 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).
- (3) Vests 3,580 shares on 8/9/2018 and 3,581 shares each on 8/9/2019, 8/9/2020, 8/9/2021.
- (4) Each restricted stock unit represents a contingent right to receive one shares of Bio-Techne common stock.
- (5) Vests in full or in part on 8/7/18 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).
- (6) Vests in full or in part on 8/18/19 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).
- (7) 3,125 shares vest on each of 8/7/16, 8/7/17, 8/7/18 and 8/7/19.
- (8) 2,500 shares vest on each of 7/31/15, 7/31/16, 7/31/17 and 7/31/18.
- (9) 1,500 shares vest on each of 12/1/15, 12/1/16, 12/1/17 and 12/1/18.
- (10) Vests 4,343 shares on each 8/18/2017, 8/18/2018 and 8/18/2019 and 4,342 shares on 8/18/2020
- (11) Fully exercisable

Remarks:

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Due to an administrative error, the Form 4 filed by Reporting Person on February 3, 2017 contained a duplicate of the Table II

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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