

BIO-TECHNE Corp
 Form 4
 September 12, 2016

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 *
 Gould Kevin S

(Last) (First) (Middle)

2948 WAUNETA STREET

(Street)

NEWBURY PARK, CA 91320

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/08/2016

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)

SVP Clinical Controls

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	09/08/2016		S		524	D	\$ 110.503 1,667 ⁽²⁾
							<u>(1)</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)

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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)	8. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 97.23					<u>(2)</u>	07/09/2022	Common Stock	50,000
Stock Options (Right to Buy)	\$ 97.23					<u>(3)</u>	07/09/2022	Common Stock	15,000
Stock Options (Right to Buy)	\$ 88.23					<u>(4)</u>	01/04/2023	Common Stock	10,000
Stock Options (Right to Buy)	\$ 106.59					<u>(5)</u>	08/18/2023	Common Stock	17,371
Stock Options (Right to Buy)	\$ 106.59					<u>(6)</u>	08/18/2023	Common Stock	13,028
Restricted Stock Units	<u>(7)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	2,111

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gould Kevin S 2948 WAUNETA STREET NEWBURY PARK, CA 91320			SVP Clinical Controls	

Signatures

/s/ Elizabeth M. Dunshee as Attorney-in-Fact for Kevin Gould pursuant to Power of Attorney previously filed.

09/12/2016

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.4934 to \$110.5402 inclusive. The reporting person undertakes to provide Bio-Techne Corporation, any security holder of Bio-Techne Corporation, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (1) Bio-Techne Corporation, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) Includes 833 shares of restricted stock units that vest on 7/9/17 and 834 shares of restricted stock units that vest on 7/9/18.
 - (3) 50,000 common stock options vest if certain performance goals are achieved for the 12 months ending 05/31/18.
 - (4) Vests as to 2,500 shares on each of 01/04/17, 01/04/18, 01/04/19 and 01/04/20.
 - (5) Vests 4,343 shares on each of 8/18/17, 8/18/18 and 8/18/19, and 4,342 shares on 8/18/20.
 - (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) Each restricted stock unit represents a contingent right to receive one share of Bio-Techne common stock.

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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