

Santana Megan D
Form 4
March 19, 2019

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Santana Megan D

2. Issuer Name **and** Ticker or Trading
Symbol
UNIVEST FINANCIAL Corp
[UVSP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1637 KRIEBEL MILL ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2019

____ Director ____ 10% Owner
__X__ Officer (give title below) __X__ Other (specify below)
EVP & Chief Risk Officer / General Counsel

COLLEGEVILLE, PA 19426

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
Common				(A) or (D)	4,276.3474 ⁽¹⁾ <u>(2)</u>	D	

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

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information contained in this form are not
required to respond unless the form
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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 Am Underlying Sec (Instr. 3 and 4)	8. Amount Underlying Sec (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	(3)	03/15/2019		A		867		03/15/2020(4)	03/15/2022(4)	Common	1,000,000
Performance Restricted Stock Units	(3)	03/15/2019		A		2,019		03/15/2022(5)	03/15/2022(5)	Common	2,019,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Santana Megan D 1637 KRIEBEL MILL ROAD COLLEGEVILLE, PA 19426			EVP & Chief Risk Officer	General Counsel

Signatures

Megan D.
Santana

03/19/2019

__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) INCLUDES 2,879 PERFORMANCE-BASED RESTRICTED SHARES SUBJECT TO VESTING ON THE THIRD ANNIVERSARY OF THE DATE OF THE GRANT AT WHICH POINT THE ACTUAL NUMBER OF SHARES TO BE AWARDED WILL BE DETERMINED BASED ON THE PERFORMANCE OF THE COMPANY DURING THE THREE YEAR PERIOD. THE RECIPIENT MAY RECEIVE UP TO 150% OF THE REPORTED RESTRICTED SHARES.
- (2) INCLUDES 1,247.3474 SHARES ACQUIRED THROUGH THE DIVIDEND REINVESTMENT PLAN AND EMPLOYEE STOCK PURCHASE PLAN.
- (3) EACH RESTRICTED STOCK UNIT REPRESENTS A CONTINGENT RIGHT TO RECEIVE ONE SHARE OF COMMON STOCK UPON VESTING OF THE UNIT.
- (4) RESTRICTED STOCK UNITS VEST AT 33.33% PER YEAR FOR THREE YEARS COMMENCING WITH THE EXERCISABLE DATE INDICATED ASSUMING CONTINUED EMPLOYMENT THROUGH THE VESTING DATE.
- (5) THE PERFORMANCE-BASED RESTRICTED STOCK UNITS VEST ON THE THIRD ANNIVERSARY OF THE DATE OF THE GRANT AT WHICH POINT THE ACTUAL NUMBER OF SHARES TO BE AWARDED WILL BE DETERMINED BASED ON THE PERFORMANCE OF THE COMPANY DURING THE THREE YEAR PERIOD. THE RECIPIENT MAY RECEIVE UP TO

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150% OF THE REPORTED RESTRICTED STOCK UNITS.

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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