

Dearth Randall S.
Form 4
March 13, 2018

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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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dearth Randall S.

(Last) (First) (Middle)

3000 GSK DRIVE

(Street)

MOON TOWNSHIP, PA 15108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CALGON CARBON Corp [CCC]

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

03/09/2018

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)

President & CEO

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 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 Stock | 03/09/2018 | | D | 100,959 | D | | |
| | | | | (A) or (D) | Price \$ 21.5 0 (1) | | |

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
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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 Underlying Security (Instr. 3 and 4) | 8. Title of Underlying Security (Instr. 3 and 4) |
|---|---|---|---|---|--|--|--|---|
| Employee Stock Option (Right-to-Buy) (2) | \$ 13.71 | 03/09/2018 | | D | 50,000 | 08/01/2013 08/01/2019 | Common Stock | 50,000 |
| Employee Stock Option (Right-to-Buy) (2) | \$ 17.17 | 03/09/2018 | | D | 57,095 | 02/27/2014 02/27/2020 | Common Stock | 57,095 |
| Employee Stock Option (Right-to-Buy) (2) | \$ 21.31 | 03/09/2018 | | D | 64,174 | 05/14/2015 05/14/2021 | Common Stock | 64,174 |
| Employee Stock Option (Right-to-Buy) (2) | \$ 20.86 | 03/09/2018 | | D | 71,023 | 02/25/2016 02/25/2022 | Common Stock | 71,023 |
| Employee Stock Option (Right-to-Buy) (2) | \$ 14.06 | 03/09/2018 | | D | 80,788 | 02/25/2017 02/25/2023 | Common Stock | 80,788 |
| Employee Stock Option (Right-to-Buy) (2) | \$ 14.37 | 03/09/2018 | | D | 77,786 | 03/02/2018 03/02/2024 | Common Stock | 77,786 |
| Phantom Stock Units (3) | \$ 0 | 03/09/2018 | | D | 794.88 | 03/09/2018 03/09/2018 | Common Stock | 794.88 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dearth Randall S. 3000 GSK DRIVE MOON TOWNSHIP, PA 15108 | X | | President & CEO | |

Signatures

/s/ Chad Whalen,
Attorney-in-Fact

03/13/2018

__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).

On September 21, 2017, Calgon Carbon Corporation (the "Company"), Kuraray Co., Ltd., a company organized under the laws of Japan ("Kuraray"), Kuraray Holdings U.S.A., Inc., a Delaware corporation ("Parent") and KJ Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), entered into an Agreement and Plan of Merger (the "merger agreement"), pursuant to

(1) which, on March 9, 2018, Merger Sub merged with and into the Company, with the Company surviving the merger as a wholly owned subsidiary of Parent, and an indirect wholly owned subsidiary of Kuraray. On March 9, 2018, each issued and outstanding share of Company common stock was automatically converted into the right to receive cash in an amount equal to \$21.50, without interest (the "merger consideration").

Pursuant to the merger agreement, on March 9, 2018, each outstanding and unexercised option to purchase shares of Company common stock (each, an "option"), whether vested or unvested, terminated and was converted into the right to receive an amount in cash equal to the product of (1) the total number of shares of Company common stock previously subject to such option and (2) the excess, if any, of the merger consideration over the exercise price per share set forth in such option.

(2)

Pursuant to the merger agreement, on March 9, 2018, each outstanding and unexercised Company phantom stock unit (each, a "phantom stock unit") award terminated and was converted into the right to receive an amount in cash equal to the product of (1) the total number of shares of Company common stock subject to such phantom stock unit award, including any dividends credited with respect thereto, and (2) the merger consideration.

(3)

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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