

DOT HILL SYSTEMS CORP

Form 4

October 08, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
TIBEY DEBRA E2. Issuer Name and Ticker or Trading
Symbol
DOT HILL SYSTEMS CORP
[HILL]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1351 S. SUNSET STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2015☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

LONGMONT, CO 80501

(City) (State) (Zip)

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**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	10/06/2015		D	35,000	D	11	0

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
displays a currently valid OMB control
number.**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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 2.6	10/06/2015		D		50,000		<u>(2)</u>	05/05/2021	Common Stock	50,000
Director Stock Option (Right to Buy)	\$ 1.15	10/06/2015		D		10,000		<u>(2)</u>	05/06/2022	Common Stock	10,000
Director Stock Option (Right to Buy)	\$ 1.74	10/06/2015		D		10,000		<u>(2)</u>	05/05/2023	Common Stock	10,000
Director Stock Option (Right to Buy)	\$ 4.03	10/06/2015		D		10,000		<u>(2)</u>	05/04/2024	Common Stock	10,000
Director Stock Option (Right to Buy)	\$ 6.44	10/06/2015		D		15,000		<u>(3)</u>	05/03/2022	Common Stock	15,000
Director Stock Option (Right to Buy)	\$ 2.42	10/06/2015		D		50,000		<u>(2)</u>	08/12/2020	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

TIBEY DEBRA E
1351 S. SUNSET STREET X
LONGMONT, CO 80501

Signatures

/s/ Hanif I. Jamal, 10/08/2015
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) Disposed of pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated August 18, 2015, among the Issuer, Seagate HDD Cayman ("Parent"), and Denali Acquisition Sub Corp., a wholly-owned subsidiary of Parent ("Merger Sub"), in exchange for cash consideration of \$9.75 per share, without interest, subject to any required withholding of taxes. Pursuant to the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger").

(2) This option, which was fully vested on the closing date of the Merger (October 6, 2015), was cancelled in the Merger in exchange for a cash payment equal to \$9.75 per share minus the per share exercise price of the option, subject to any applicable tax withholdings.

(3) This option, which provided for vesting of 100% of the shares subject to the option on May 4, 2016, was cancelled in the Merger in exchange for a cash payment equal to \$9.75 per share, minus the per share exercise price of the option, subject to any applicable tax withholdings. In connection with the Merger, vesting of the stock option was accelerated and the option became fully vested and exercisable effective immediately prior to the effective time of the Merger.

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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