

RigNet, Inc.
Form 4
March 16, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schneider Charles E.

(Last) (First) (Middle)

C/O RIGNET, INC., 15115 PARK
ROW BLVD., SUITE 300

(Street)

HOUSTON, TX 77084

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RigNet, Inc. [RNET]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

CFO and Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	4,481	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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Performance Unit	(1)	03/15/2017		A		541	(2) (2)	Common Stock (1) 541
Restricted Stock Unit	(3)	03/15/2017		A		11,637	(4) (4)	Common Stock (3) 11,637
Restricted Stock Unit	(3)						(5) (5)	Common Stock (3) 26,000
Restricted Stock Unit	(3)						(6) (6)	Common Stock (3) 12,000
Stock Options	\$ 22.09						(7) 12/08/2025	Common Stock 20,850

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Schneider Charles E. C/O RIGNET, INC. 15115 PARK ROW BLVD., SUITE 300 HOUSTON, TX 77084	CFO and Vice President

Signatures

William D. Sutton pursuant to a Limited Power of Attorney filed with the SEC on June 8, 2016 /s/ William D. Sutton 03/16/2017

**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).
- Each performance unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2010 Omnibus Incentive Plan, as amended. On March 10, 2016, the reporting person was awarded a target number of performance units ("PUs") which
- (1) were subject to the achievement of certain pre-established metrics over a one-year performance period which began on January 1, 2016 and ended December 31, 2016. On March 15, 2017, the Compensation Committee of the Issuer's Board of Directors certified the performance metrics and determined the number of PUs that were earned by the reporting person.
 - (2) The PUs become payable on July 1, 2019, but may be settled earlier upon certain circumstances as defined in the Issuer's Performance Unit Award Agreement.

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- (3) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (4) These restricted stock units will vest in four equal annual installments beginning March 19, 2018 and will be fully vested on March 19, 2021.
- (5) These restricted stock units are scheduled to vest in four equal installments beginning on March 19, 2017 and will be fully vested on March 19, 2020.
- (6) These restricted stock units will fully vest on March 19, 2019.
- (7) These options vest in four equal annual installments beginning May 15, 2017 and will be fully vested on May 15, 2020.

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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