### Edgar Filing: RAHILL PAUL F - Form 4

RAHILL PA Form 4	UL F										
November 1	6, 2018										
FORN Check th	14 UNIT	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PROVAL 3235-0287 January 31
if no long subject to Section 1 Form 4 o Form 5		SECU	RI	TIES					ted average hours per		
obligatio may cont <i>See</i> Instru 1(b).	tinue. Section		Public Ut ) of the In	•		•	· ·		1935 or Section	n	
(Print or Type I	Responses)										
RAHILL PAUL F Symbol MATTH			uer Name <b>and</b> Ticker or Trading l				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				MATTHEWS INTERNATIONAL CORP [MATW]							
(Last) TWO NOR	(First) THSHORE C	(Middle)	3. Date of (Month/D 11/14/2	Day/Year)		nsaction			Director X Officer (give below) Presider		Owner er (specify Div
(Street) 4. If Ame			Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
PITTSBUR	GH, PA 1521	2	Filed(Mor	nth/Day/Ye	ear)				Applicable Line) _X_ Form filed by C Form filed by M Person		
(City)	(State)	(Zip)	Tabl	le I - Non	-De	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any		3. Transac Code (Instr. 8	ctior 3)	4. Securit (A) or Di (Instr. 3, Amount	ties Ao spose	cquired d of (D)	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
Class A Common Stock	11/15/2018			F <u>(1)</u>		216	D	\$ 40.55	50,867	D	

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

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 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units	\$ 0 <u>(2)</u>	11/14/2018		А	2,500	(3)	(3)	Class A Common Stock	2,500 (3)	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RAHILL PAUL F TWO NORTHSHORE CENTER PITTSBURGH, PA 15212			President, Cremation Div				
Signatures							
/s/ Brian D. Walters	11/1	16/2018					

(Attorney-in-Fact)

Date

#### \*\*Signature of Reporting Person

## **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).
- Sale of Shares to the registrant to cover tax withholding on the vesting of restricted shares. (1)
- Award of restricted share units under the Company's 2017 Equity Incentive Plan (the "Plan"), subject to the agreement entered into under (2) the Plan. Each restricted share unit represents a contingent right to receive shares of the Company's common stock as described below.

In general, 40% of the grant vests on November 14, 2021; 30% of the grant vests at target based upon the Company achieving certain metrics based on Return on Invested Capital ("ROIC"); and 30% of the grant vests at target based upon the Company achieving certain metrics based on adjusted earnings per share. Vesting of all units are generally subject to continuing employment through November 14,

(3) 2021. Upon vesting, time-based units will be converted to an equal number of shares of the Company's common stock; performance based units will be converted to the Company's common stock using a factor ranging from 50% to 200% based upon the level of achievement of the performance thresholds related to the above targets. Performance related units that do not achieve the ROIC or adjusted earnings per share thresholds for the period ended September 30, 2021 will be forfeited.

#### **Remarks:**

The Power of Attorney dated November 17, 2017 was filed on November 14, 2018, in Form 4, and is incorporated herein by r

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.