

COOPER CHAD J.

Form 4

August 31, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COOPER CHAD J.

2. Issuer Name **and** Ticker or Trading
Symbol
ARI NETWORK SERVICES INC
/WI [ARIS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
10850 WEST PARK
PLACE, SUITE 1200

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2017

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

MILWAUKEE, WI 53224

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/29/2017		D ⁽¹⁾		27,199	D	\$ 7.1
Common Stock	08/29/2017		D ⁽¹⁾		88,000	D	\$ 7.1

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)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.25	08/29/2017		D ⁽²⁾	10,000	07/31/2015 10/07/2024	Common Stock 10,000
Common Stock Warrants	\$ 2	08/29/2017		D ⁽³⁾	28,200	03/15/2013 03/15/2018	Common Stock 28,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COOPER CHAD J. 10850 WEST PARK PLACE SUITE 1200 MILWAUKEE, WI 53224	X

Signatures

Mary L. Pierson (pursuant to Power of Attorney previously filed) 08/30/2017

**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).

(1) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated June 20, 2017 among the Issuer, Expedition Holdings LLC ("Parent") and Expedition Merger Sub, Inc., at the effective time (the "Effective Time") of the merger (the "Merger") contemplated under the Merger Agreement, each unvested share of restricted stock of the Issuer vested, and each share of Issuer common stock converted into the right to receive \$7.10 in cash.

(2) At the Effective Time of the Merger, outstanding options were cancelled and converted into the right to receive, for each share of Issuer common stock subject to the option, an amount in cash equal to (x) \$7.10, minus (y) the sum of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts.

(3) At the Effective Time of the Merger, the Reporting Person received cash in the amount of \$236,883 in connection with the disposition of his outstanding Warrants.

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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