

WELTON MARK
Form 4
March 11, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WELTON MARK

(Last) (First) (Middle)
**2525 SPEAKMAN DRIVE, C/O
IMAX CORPORATION**

(Street)

MISSISSAUGA, A6 L5K 1B1

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMAX CORP [IMAX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2019

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, IMAX Theatres

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) | Price | |
| common shares (opening balance) | | | | | 13,366 | | D |
| common shares | 03/07/2019 | | M | | <u>4,415</u> ⁽¹⁾ | A \$ 0 | 17,781 D |
| common shares | 03/07/2019 | | M | | <u>4,334</u> ⁽¹⁾ | A \$ 0 | 22,115 D |
| common shares | 03/07/2019 | | M | | <u>7,194</u> ⁽¹⁾ | A \$ 0 | 29,309 D |
| | 03/08/2019 | | S | | | | 20,670 D |

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common shares 8,639 \$
(2) 22.4313

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)

| 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 |
| restricted share units ⁽³⁾ | \$ 0 ⁽⁴⁾ | 03/07/2019 | | M | 4,415 ⁽¹⁾ | ⁽⁵⁾ ⁽⁵⁾ | common shares 4,415 |
| restricted share units ⁽³⁾ | \$ 0 ⁽⁴⁾ | 03/07/2019 | | M | 4,334 ⁽¹⁾ | ⁽⁵⁾ ⁽⁵⁾ | common shares 4,334 |
| restricted share units ⁽³⁾ | \$ 0 ⁽⁴⁾ | 03/07/2019 | | M | 7,194 ⁽¹⁾ | ⁽⁵⁾ ⁽⁵⁾ | common shares 7,194 |
| stock options (to buy) | \$ 22.49 | 03/07/2019 | | A | 49,504 | ⁽⁷⁾ 03/07/2026 | common shares 49,504 |
| restricted share units ⁽³⁾ | \$ 0 ⁽⁴⁾ | 03/07/2019 | | A | 46,687 | ⁽⁸⁾ ⁽⁸⁾ | common shares 46,687 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WELTON MARK
 2525 SPEAKMAN DRIVE
 C/O IMAX CORPORATION
 MISSISSAUGA, A6 L5K 1B1

President, IMAX Theatres

Signatures

Mark Welton

03/08/2019

**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) Represents the conversion upon vesting of restricted share units into common shares.
- (2) Mr. Welton is reporting the sale of common shares to satisfy the tax withholding obligations in connection with the delivery of common shares upon conversion of the restricted share unit
- (3) Each restricted share unit represents a contingent right to receive one common share of IMAX Corporation.
- (4) Each restricted share unit is the economic equivalent of one common share of IMAX Corporation.

The restricted share units vest and will be converted to common shares in four installments: 20% of the initial grant on the first anniversary of the grant date, 25% of the initial grant on each of the second and third anniversaries of the grant date and 30% of the initial grant on December 1 of the third year after the grant date.

(6) This represents the number of restricted share units or stock options for this transaction only. Mr. Welton's aggregate remaining outstanding option, restricted share unit and common share balances following these transactions will be 220,358; 90,295 and 20,670 respectively.

(7) The stock options will become exercisable in 4 installments: 9,900 on March 7, 2020; 12,376 on each of March 7, 2021 and March 7, 2022 and 14,852 on March 7, 2023.

(8) The restricted share units vest and will be converted to common shares in four installments 9,337 on March 7, 2020; 11,671 on each of March 7, 2021 and March 7, 2022 and 14,008 on December 1, 2022.

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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