

ISSUER DIRECT CORP
Form 4
June 28, 2016

FORM 4

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

OMB APPROVAL

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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 *
BALBIRNIE BRIAN R

(Last) (First) (Middle)

C/O ISSUER DIRECT CORP., 500 PERIMETER PARK DRIVE, SUITE D

(Street)

MORRISVILLE, NC 27560

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ISSUER DIRECT CORP [ISDR]

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

06/23/2016

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)

Chief Executive Officer

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 | 06/24/2016 | | M | (A) Amount 7,500 (1) | Price \$ 7,500 | I | By Spouse |
| Common Stock | 06/24/2016 | | S | (D) Amount 7,500 | Price \$ 5.89 (2) | I | By Spouse |
| Common Stock | 06/23/2016 | | P | (A) Amount 1,000 | Price \$ 6.1 | 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)

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Option to Purchase Common Stock | (4) | | | | | (4) 12/16/2024 | Common Stock | 500 |
| Restricted Stock Unit | (5) | | | | | (5) 12/16/2017 | Common Stock | 1,000 |
| Restricted Stock Unit | (6) | | | | | (6) 01/01/2019 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BALBIRNIE BRIAN R C/O ISSUER DIRECT CORP. 500 PERIMETER PARK DRIVE, SUITE D MORRISVILLE, NC 27560 | X | X | Chief Executive Officer | |

Signatures

/s/ Brian R. Balbirnie 06/28/2016

**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).

Reflects shares underlying options to purchase common stock under the Issuer's 2010 Equity Incentive Plan and held by the Reporting Person's spouse with exercise prices of \$1.70 for 3,000 shares, \$2.10 for 1,500 shares and \$3.30 for 3,000 shares for which the Reporting Person's spouse paid an aggregate exercise price of \$18,240 to the Issuer. All such options had previously vested.

(1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.73 to \$6.00. The Reporting Person undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.

(2) On June 23, 2016, the Reporting Person purchased 1,000 shares so that his aggregate holding is 620,255 shares of the Issuer's common stock as of the date of this filing.

(3) 2014 Equity Incentive Plan - Incentive Stock Option issued to spouse on December 16, 2014 with the following vesting schedule: 25% upon the first anniversary of grant and the remaining 75% on a quarterly basis for the three years thereafter. All options under this grant accelerate upon a Corporate Transaction as defined in the Registrant's 2014 Equity Incentive Plan.

(4) 2014 Equity Incentive Plan - Restrictive Stock Unit grant to spouse on December 16, 2014 with the following vesting schedule: 100% upon the third anniversary of grant. All restricted stock units vest upon a Corporate Transaction as defined in the Registrant's 2014 Equity Incentive Plan. Each Restricted Stock Unit represents the right to receive, at settlement, one share of the Registrant's common stock.

(5) 2014 Equity Incentive Plan - Restrictive Stock Unit grant to spouse on January 1, 2016 with the following vesting schedule: (i) 33 1/3% on the first anniversary of the date of grant; (ii) 33 1/3% on the second anniversary of the date of grant and (iii) the remaining 33 1/3% on the third anniversary of the date of grant. All restricted stock units vest upon a Corporate Transaction as defined in the Registrant's 2014 Equity Incentive Plan. Each Restricted Stock Unit represents the right to receive, at settlement, one share of the Registrant's common stock.

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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