

SIGMATRON INTERNATIONAL INC  
 Form 4/A  
 September 01, 2015

**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 \*  
 Frauendorfer Linda K

(Last) (First) (Middle)

C/O SIGMATRON INTERNATIONAL, INC., 2201 LANDMEIER ROAD

(Street)

ELK GROVE VILLAGE, IL 60007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 SIGMATRON INTERNATIONAL INC [SGMA]

3. Date of Earliest Transaction (Month/Day/Year)  
 08/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
 08/04/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Financial 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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) | 8. D S (I |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-----------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title     | Amount or Number of Shares |
| Stock Option (right to buy) <sup>(1)</sup>  | \$ 6.45  | 08/01/2015                           |  | A                              | 185   | 08/01/2015 07/31/2025                                    | Common Stock  | 185       |                            |
| Stock Option (right to buy) <sup>(3)</sup>  | \$ 6.45  | 08/01/2015                           |  | A                              | 185   | 08/01/2016 07/31/2025                                    | Common Stock  | 185       |                            |
| Stock Option (right to buy) <sup>(5)</sup>  | \$ 6.45  | 08/01/2015                           |  | A                              | 189   | 08/01/2017 07/31/2025                                    | Common Stock  | 189       |                            |
| Stock Option (right to buy) <sup>(7)</sup>  | \$ 6.45  | 08/01/2015                           |  | A                              | 8,147   | 08/01/2015 07/31/2025                                    | Common Stock  | 8,147     |                            |
| Stock Option (right to buy) <sup>(9)</sup>  | \$ 6.45  | 08/01/2015                           |  | A                              | 8,147   | 08/01/2016 07/31/2025                                    | Common Stock  | 8,147     |                            |
| Stock Option (right to buy) <sup>(11)</sup> | \$ 6.45  | 08/01/2015                           |  | A                              | 8,147   | 08/01/2017 07/31/2025                                    | Common Stock  | 8,147     |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Frauendorfer Linda K<br>C/O SIGMATRON INTERNATIONAL, INC.<br>2201 LANDMEIER ROAD<br>ELK GROVE VILLAGE, IL 60007 | X             |           | Chief Financial Officer |       |

## Signatures

/s/ Linda K.  
Frauendorfer

09/01/2015

\_\_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) This Form 4/A amends the previously-filed Form 4 in order to provide the correct date of issuance of the stock options described, and to accurately reflect the vesting schedule and expiration of the stock options. The 185 options acquired as described on this Table II were issued on August 1, 2015, pursuant to and under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.

(2) This column needs to be blank.

(3) This Form 4/A amends the previously-filed Form 4 in order to provide the correct date of issuance of the stock options described, and to accurately reflect the vesting schedule and expiration of the stock options. The 185 options acquired as described on this Table II were issued on August 1, 2015, pursuant to and under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.

(4) This column needs to be blank.

(5) This Form 4/A amends the previously-filed Form 4 in order to provide the correct date of issuance of the stock options described, and to accurately reflect the vesting schedule and expiration of the stock options. The 189 options acquired as described on this Table II were issued on August 1, 2015, pursuant to and under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.

(6) This column needs to be blank.

(7) This Form 4/A amends the previously-filed Form 4 in order to provide the correct date of issuance of the stock options described, and to accurately reflect the vesting schedule and expiration of the stock options. The 8147 options acquired as described on this Table II were issued on August 1, 2015, pursuant to and under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.

(8) This column needs to be blank.

(9) This Form 4/A amends the previously-filed Form 4 in order to provide the correct date of issuance of the stock options described, and to accurately reflect the vesting schedule and expiration of the stock options. The 8,147 options acquired as described on this Table II were issued on August 1, 2015, pursuant to and under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.

(10) This column needs to be blank.

(11) This Form 4/A amends the previously-filed Form 4 in order to provide the correct date of issuance of the stock options described, and to accurately reflect the vesting schedule and expiration of the stock options. The 8147 options acquired as described on this Table II were issued on August 1, 2015, pursuant to and under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.

(12) This column needs to be blank.

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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