

Grant Jerome Alan
Form 4
December 07, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Grant Jerome Alan

2. Issuer Name **and** Ticker or Trading
Symbol
UNIVERSAL TECHNICAL
INSTITUTE INC [UTI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
16220 N SCOTTSDALE RD STE
100

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2017

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP & Chief Operating Officer

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SCOTTSDALE, AZ 85254

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$0.0001 par value	12/05/2017		A		44,379 (1)	A \$ 0 44,379	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Performance Units	(2)	12/05/2017		A	55,474	(2) 12/05/2020	Common Stock 55,4
Performance Cash	(3)	12/05/2017		A	\$ 187,500	(3) 12/05/2020	Cash (3) \$ 187,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Grant Jerome Alan 16220 N SCOTTSDALE RD STE 100 SCOTTSDALE, AZ 85254	EVP & Chief Operating Officer

Signatures

/s/ Chad A. Freed, as
attorney-in-fact

12/07/2017

__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) The Board of Directors approved the grant on December 5, 2017. The restricted stock units vest in three equal annual installments.

Each performance unit represents a contingent right to receive one share of the Company's common stock, 50% of which vest based on the 2-year compound annual total shareholder return ("TSR") and 50% of which vest based on the 3-year compound annual TSR. For purposes of determining the TSR, the change in the price of the Company's common stock is based upon the 30-trading day average closing stock price (i) immediately preceding the grant date at the beginning of the performance period, and (ii) immediately preceding the second or third anniversary, as applicable, of the grant date at the end of the performance period. The number represents the maximum number of shares that may be delivered pursuant to the award, which is 150% of the target number of shares.

Represents a contingent right to receive cash, 50% of which vest based on the 2-year compound annual TSR and 50% of which vest based on the 3-year compound annual TSR. For purposes of determining the TSR, the change in the price of the Company's common stock is based upon the 30-trading day average closing stock price (i) immediately preceding the grant date at the beginning of the performance period, and (ii) immediately preceding the second or third anniversary, as applicable, of the grant date at the end of the performance period. The amount represents the maximum amount of cash that may be delivered pursuant to the award, which is 150% of the target amount of cash.

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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