

Li Allen
Form 4
May 30, 2012

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 *
Li Allen

2. Issuer Name and Ticker or Trading Symbol
Guggenheim Build America Bonds Managed Duration Trust [GBAB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2012

____ Director
____ Officer (give title below) Other (specify below)
Director of the Sub-Adviser

GUGGENHEIM PARTNERS, LLC, 100 WILSHIRE BOULEVARD, SUITE 500

(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

SANTA MONICA, CA 90401

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/29/2012		S	D	190	\$ 22.291	2,310 D
Common Stock	05/29/2012		S	D	1,800	\$ 22.298	510 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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Li Allen GUGGENHEIM PARTNERS, LLC 100 WILSHIRE BOULEVARD, SUITE 500 SANTA MONICA, CA 90401				Director of the Sub-Adviser

Signatures

/s/ Allen Li, by Kevin M. Robinson Pursuant to a Power of Attorney 05/30/2012

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. /td>

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Payout of the 2016 incentive bonuses for executive officers also was conditional upon our achievement of a minimum average closing price of our common stock for the ten trading days ending on the last trading day of 2016, with no payment of an otherwise earned bonus made if our average stock price did not exceed a threshold price, and payment of between 50% and 100% of an otherwise earned bonus made if our average stock price was between a threshold price and target price at the end of 2016.

Our compensation committee concluded that our executive officers, including our named executive officers, did not achieve any baseline or stretch goals for 2016, and that no bonuses were payable to executive officers under the 2016 incentive bonus program. In addition, our average stock price at the end of 2016 did not exceed the threshold price for the payment of bonuses to executive officers, and consequently no bonuses would have been due even if our executive officers had achieved one or more performance goals.

2016 Discretionary Bonus Awards. Our compensation committee and board of directors (with respect to our chief executive officer) awarded discretionary bonuses to our executive officers, including our named executive officers, for performance during fiscal year 2016 in an amount equal to 40% of the executive's base salary, pro-rated for those executives who joined Resonant during 2016, with certain executives receiving a greater percentage for exceptional performance. Our directors determined to make these awards, notwithstanding that no bonuses were payable to executive officers under the 2016 incentive bonus program, because of the significant progress made during 2016 in the expansion of our customer relationships and the commercialization of our filter designs. The discretionary bonuses were paid to executive officers 25% in cash and 75% in stock options, except with respect to Mr. Lingren and another former executive, who received 25% in cash and 75% in restricted stock units. Our directors determined to award stock options in payment of a significant percentage of the total bonus award to our continuing executives to more closely align the executives' 2016 achievements with future stock price appreciation.

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Executive	Cash (\$)	OptionsRSUs	
		(#)(1)	(#)(2)
Terry Lingren	\$30,000	—	18,072
George Holmes ⁽³⁾	\$—	—	—
Robert Hammond	\$24,371	24,513	—
Neal Fenzi	\$25,000	25,146	—

(1) Each of the options has a term of ten years and an exercise price of \$4.36, and vested in full on February 16, 2017.

(2) The restricted stock units vested in full on February 16, 2017.

(3) Mr. Holmes was awarded a total bonus of \$95,308, which amount was reduced to zero by the sign-on bonus paid to him in 2016.

Long-term Equity Incentives. We deliver long-term incentive value through the award of stock options and restricted stock units to our employees. Awards of equity compensation are made in the discretion of our compensation committee. Employees typically receive an initial award upon joining the company, and additional awards on an annual basis. In addition, Mr. Holmes received a performance-based award of restricted stock units during 2016, which award will vest only if our stock price achieves certain levels during the term of the award.

2016 Long-term Equity Incentive Awards. Our named executive officers received the following long-term equity incentive awards during 2016:

Executive	Options (#)(1)	Time-Based	
		RSUs (#)(2)	Performance-Based RSUs (#)(3)
Terry Lingren	35,000	—	—
George Holmes (2)	—	339,243	250,000
Robert Hammond	30,000	—	—
Neal Fenzi	30,000	—	—

(1) Each of the options has a term of ten years and an exercise price of \$1.95, and vests in equal quarterly installments over a four year period.

(2) The RSUs vest in quarterly installments over a four year period.

The RSUs are subject to performance-based vesting requirements, measured quarterly, based on the average of (a) the average high daily trading price of Resonant common stock for each trading day during the last month of the applicable calendar quarter and (b) the average low daily trading price of Resonant common stock for each trading day during the last month of the applicable calendar quarter, each as reported by The Nasdaq Stock Market, LLC (the "Applicable Share Price"). The RSUs are eligible to be earned on a quarterly basis based on a linear interpolation of the Applicable Share Price between \$15 per share (0% of the RSUs) and \$65 per share (100% of the RSUs). Once earned, the RSUs vest and become exercisable, if at all, (y) 50% on the date such RSUs become earned and (z) 50% on September 30, 2019.

Summary Compensation Table

The following table provides information regarding the compensation of our named executive officers during 2015 and 2016. As a “smaller reporting company,” as such term is defined in the rules promulgated under the Securities Act of 1933, as amended, or the Securities Act, we are required to provide compensation disclosure for our principal executive officer and the two most highly compensated executive officers other than our principal executive officer. We are also providing compensation disclosure for Mr. Holmes, who commenced service with us an executive officer in February 2016 and became our principal executive officer in January 2017. Throughout this proxy statement, these four officers are referred to as our “named executive officers.”

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)(1)	All Other Compensation (\$)(2)	Total (\$)
Terry Lingren ⁽³⁾ Former Chief Executive Officer	2016	300,000	30,000 (4)	—	40,600	13,970	384,570
	2015	300,000	—	—	—	13,116	313,116
George Holmes ⁽⁵⁾ Former President and Chief Commercial Officer; Current Chief Executive Officer	2016	238,269	100,000(6)	1,011,120	—	5,138	1,354,527
	2015	—	—	—	—	—	—
Robert Hammond Chief Technology Officer	2016	243,710	24,371	—	34,800	13,653	316,534
	2015	250,000	—	—	—	13,150	263,150
Neal Fenzi Chief Operating Officer	2016	250,000	25,000	—	34,800	13,970	323,770
	2015	250,000	—	—	—	13,507	263,507

These amounts represent the grant date fair value of the stock and stock option awards determined in accordance with ASC Topic 718. These amounts may not correspond to the actual value eventually realized by the officer, (1) which depends in part on the market value of our common stock in future periods. Assumptions used in calculating these amounts are set forth in the Notes to Consolidated Financial Statements included in our annual report on Form 10-K for the year ended December 31, 2016.

(2) All Other Compensation in 2016 included the following:

Name	Insurance Premiums	401(k) Matching Contributions	Total
Terry Lingren	\$ 720	\$ 13,250	\$13,970
George Holmes	600	4,538	5,138
Robert Hammond	468	13,185	13,653
Neal Fenzi	720	13,250	13,970

(3) Mr. Lingren resigned as our Chief Executive Officer on January 9, 2017.

(4) This amount was paid to Mr. Lingren following his resignation as part of his severance arrangement with us.

Mr. Holmes’s employment with Resonant commenced on February 29, 2016, and he served as our President and (5) Chief Commercial Officer during fiscal year 2016 and until his appointment as Chief Executive Officer on January 9, 2017.

Represents a signing bonus paid to Mr. Holmes upon the commencement of employment with Resonant. The (6) signing bonus was applied against and reduced to zero the discretionary bonus Mr. Holmes otherwise would have received for fiscal year 2016. Mr. Holmes would have been required to repay the signing bonus in full if he voluntarily terminated his employment with Resonant other than for good reason prior to March 1, 2017.

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Outstanding Equity Awards at Fiscal Year End

The following table presents certain information concerning equity awards held by our named executive officers as of December 31, 2016.

Name	Grant Date	Option Awards				Stock Awards		Equity Incentive Plan Awards: Number of Shares, Units or other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or other Rights That Have Not Vested ⁽¹⁾ (\$)
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price per Share (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽¹⁾ (\$)		
Terry Lingren	12/4/2014	—	—	—	—	26,445 ⁽²⁾	133,547	—	—
	2/5/2016	6,564 ⁽³⁾	28,436 ⁽³⁾	1.95	2/5/2026	—	—	—	—
George Holmes	2/29/2016	—	—	—	—	135,000 ⁽⁴⁾	681,750	—	—
	4/25/2016	—	—	—	—	39,586 ⁽⁵⁾	199,909	—	—
	8/8/2016	—	—	—	—	—	—	250,000 ⁽⁶⁾	1,262,500
	10/4/2016	—	—	—	—	37,441 ⁽⁷⁾	189,077	—	—
Robert Hammond	12/4/2014	5,625 ⁽³⁾	24,375 ⁽³⁾	1.95	2/5/2026	22,038 ⁽²⁾	111,292	—	—
	2/5/2016	—	—	—	—	—	—	—	—
Neal Fenzi	12/4/2014	—	—	—	—	22,038 ⁽²⁾	111,292	—	—
	2/5/2016	5,625 ⁽³⁾	24,375 ⁽³⁾	1.95	2/5/2026	—	—	—	—

(1) The market value of the restricted stock awards is based on the closing market price of our common stock as of December 30, 2016, which was \$5.05 per share.

(2) Represents a grant of restricted stock units, of which 25% vests on the first business day of each of 2016, 2017, 2018 and 2019.

(3) Vests 1/16th on the first day of each calendar quarter, with the first installment vesting on April 1, 2016.

(4) Represents a grant of restricted stock units, of which 27,000 shares vest on each of July 1, 2016, October 1, 2016 and January 1, 2017, and 9,000 shares vest on the first business day of each subsequent calendar quarter, commencing April 1, 2017, until fully vested.

(5) Represents a grant of restricted stock units, of which 7,917 shares vest on each of July 1, 2016, October 1, 2016 and January 1, 2017, and 2,639 shares vest on the first business day of each subsequent calendar quarter, commencing April 1, 2017, until fully vested.

(6) Represents a grant of restricted stock units that are subject to performance-based vesting requirements, measured quarterly, based on the average of (a) the average high daily trading price of Resonant common stock for each trading day during the last month of the applicable calendar quarter and (b) the average low daily trading price of Resonant common stock for each trading day during the last month of the applicable calendar quarter, each as reported by The Nasdaq Stock Market, LLC (the "Applicable Share Price"). The RSUs are eligible to be earned on a quarterly basis based on a linear interpolation of the Applicable Share Price between \$15 per share (0% of the RSUs) and \$65 per share (100% of the RSUs). Once earned, the RSUs vest and become exercisable, if at all, (y) 50% on the date such RSUs become earned and (z) 50% on September 30, 2019.

(7) Represents a grant of restricted stock units, of which 22,465 shares vested on the date of grant, 7,489 shares vest on January 1, 2017, and 2,496 shares vest on the first business day of each subsequent calendar quarter, commencing

April 1, 2017, until fully vested.

Executive Officer Employment Letters

We entered into an executive employment letter, dated June 17, 2013, with each of Terry Lingren, Robert Hammond and Neal Fenzi, and an executive employment letter, dated February 9, 2016, with George Holmes. The letters have no specific duration and provide for at-will employment. Each of our named executive officers may be entitled to receive severance benefits under a severance and change in control agreement, as described below. Mr. Lingren, whose employment with us terminated on January 9, 2017, received the severance payments described below commencing in January 2017.

Severance and Change in Control Agreements

We have entered into severance and change in control agreements with participating employees, including our named executive officers, which provide these employees with severance benefits upon the employee's termination of employment in certain circumstances with certain additional benefits following a change in control of Resonant. These benefits provide the participating employees with enhanced financial security and incentive to remain with Resonant notwithstanding their at-will employment with us and the possibility of a change in control.

Termination Without Change in Control

If we terminate the participant's employment with Resonant for a reason other than cause, the participant becoming disabled or the participant's death, and the termination does not occur within twenty-four months immediately following a "change in control," the participant will receive the following severance benefits:

Accrued Compensation: The participant will receive all accrued but unpaid paid time off, expense reimbursements, wages, and other benefits due to the participant under any Resonant -provided plans, policies, and arrangements.

Severance Payment: The participant will receive severance in an amount equal to eighteen (18) months of the participant's base salary then in effect, immediately prior to the date of the participant's termination of employment, less all required tax withholdings and other applicable deductions, payable as soon as practicable following the participant's termination of employment.

Pro-Rated Bonus Payment: The participant will receive a lump-sum severance payment equal to one hundred percent (100%) of the participant's target bonus as in effect for the fiscal year in which the termination occurs, pro-rated for the portion of the fiscal year that the participant was employed by us.

Continued Health Insurance Benefits: We will reimburse the participant for premiums for coverage of the participant and his or her eligible dependents pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended ("COBRA") (at the coverage levels in effect immediately prior to termination of employment) until the earliest to occur of (A) a period of twelve (12) months from the last date of employment with us, (B) the date upon which the participant becomes eligible for coverage under a health, dental, or vision insurance plan of a subsequent employer, and (C) the date the participant or his or her dependents cease to be eligible for COBRA coverage.

Equity: All of the participant's unvested and outstanding equity awards that would have become vested had the participant remained in our employ for the twelve (12) month period following termination of employment shall immediately vest and become exercisable as of the date of termination, and the participant will have six months following termination of employment in which to exercise any stock options, stock appreciation rights, or similar rights to acquire our common stock.

Outplacement Benefits. If requested by the participant, we will pay the expense for outplacement benefits provided by a service to be determined by us for a period of six (6) months, up to a maximum dollar value of five thousand dollars (\$5,000) per participant.

Termination Following Change in Control

If during the twenty-four (24) month period immediately following a change in control of Resonant, (x) we terminate the participant's employment with us for a reason other than cause, the participant becoming disabled or the participant's death, or (y) the participant resigns his employment for good reason, then the participant will receive the following benefits from us in lieu of the benefits described above under "Termination Without Change in Control":

Accrued Compensation: The participant will receive all accrued but unpaid paid time off, expense reimbursements, wages, and other benefits due to the participant under any Resonant -provided plans, policies, and arrangements.

Severance Payment: The participant will receive a lump sum severance in an amount equal to eighteen (18) months of the participant's base salary then in effect.

Target Bonus Payment: The participant will receive a lump sum severance payment equal to 100% of the participant's full target bonus for the fiscal year in effect at the date of such termination of employment (or, if greater, as in effect for the fiscal year in which the change in control occurs).

Continued Health Insurance Benefits: We will reimburse the participant for premiums for coverage of the participant and his or her eligible dependents pursuant to the COBRA (at the coverage levels in effect immediately prior to termination of employment) until the earliest to occur of (A) a period of twelve (12) months from the last date of employment with us, (B) the date upon which the participant becomes eligible for coverage under a health, dental, or vision insurance plan of a subsequent employer, and (C) the date the participant or his or her dependents cease to be eligible for COBRA coverage.

Equity: All of the participant's unvested and outstanding equity awards shall immediately vest and become exercisable as of the date of termination, and the participant will have six (6) months following termination of employment in which to exercise any stock options, stock appreciation rights, or similar rights to acquire our common stock.

Outplacement Benefits. If requested by the participant, we will pay the expense for outplacement benefits provided by a service to be determined by us for a period of six (6) months, up to a maximum dollar value of five thousand dollars (\$5,000) per participant.

Pension Benefits and Nonqualified Deferred Compensation

We do not provide a pension plan for our employees, and none of our named executive officers participated in a nonqualified deferred compensation plan in 2016.

401(k) Plan

We maintain a tax-qualified retirement plan, or the 401(k) plan, that provides eligible employees with an opportunity to save for retirement on a tax-advantaged basis. Eligible employees are able to participate in the 401(k) plan as of the first day of the month following the date they meet the 401(k) plan's eligibility requirements, and participants are able to defer up to 100% of their eligible compensation subject to applicable annual Code limits. All participants' interests in their deferrals are 100% vested when contributed. The 401(k) plan permits us to make matching contributions and profit sharing contributions to eligible participants. We have implemented a matching program, which is limited to 5% of base salary. In 2016, we made matching contributions of \$204,000 into the plan.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We describe below transactions, and series of related transactions, since January 1, 2015 to which we were or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, executive officers, or beneficial holders of more than 5% of any class of our capital stock, or their immediate family members, had or will have a direct or indirect material interest.

Other than as described below, there has not been, nor is there any currently proposed, transaction or series of related transactions to which we have been or will be a party other than compensation arrangements, which are described where required under the headings "Board of Directors and Corporate Governance - Director Compensation Table" and "Executive Compensation."

Registration Rights

We are party to registration rights agreements which provide our founders and certain holders of our common stock and warrants, including certain holders of 5% or more of our capital stock, with registration rights, including the right to demand that we file a registration statement or request that their shares be covered by a registration statement that we are otherwise filing.

Indemnification Agreements

We have entered into indemnification agreements with each of our current directors, executive officers and certain key employees. The indemnification agreements and our amended and restated certificate of incorporation and amended and restated bylaws require us to indemnify our directors and officers to the fullest extent permitted by Delaware law.

Policies and Procedures for Related Party Transactions

Our audit committee has the primary responsibility for reviewing and approving or disapproving “related party transactions,” which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000 and in which a related person has or will have a direct or indirect material interest. Our policy regarding transactions between us and related persons provides that a related person is defined as a director, executive officer, nominee for director or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed year, and any of their immediate family members. Our audit committee charter provides that our audit committee shall review and approve or disapprove any related party transactions.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes certain information about our equity compensation plans as of December 31, 2016.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)(1)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders (2)	1,812,828	\$ 5.25	577,533
Equity compensation plans not approved by security holders	444,420	--	--
Total	2,257,248	\$ 5.25	577,533

(1) The weighted average exercise price is calculated based solely on outstanding stock options. It does not take into account restricted stock units, which have no exercise price.

(2) Consists of the Amended and Restated 2014 Omnibus Incentive Plan.

Material Features of Equity Compensation Plans not Approved by Stockholders

2016 Inducement Awards. During 2016, our board of directors approved the award to newly hired executive officers of the following restricted stock units for shares of our common stock as an inducement to the executive’s entering into employment with us:

We granted to George B. Holmes an inducement award of restricted stock units for 216,000 shares of common stock on February 29, 2016, which restricted stock unit award vested 27,000 shares on the date of grant and on each of July 1, 2016, October 1, 2016 and January 1, 2017, 9,000 shares vested on April 1, 2017, and 9,000 shares will vest on the first business day of each subsequent calendar quarter, commencing July 1, 2017, until fully vested;

We granted to George B. Holmes an inducement award of restricted stock units for 63,337 shares of common stock on April 25, 2016, which restricted stock unit award vested 7,917 shares on the date of grant and on each of July 1, 2016, October 1, 2016 and January 1, 2017, 2,639 shares vested on April 1, 2017, and 2,639 shares will vest on the first business day of each subsequent calendar quarter, commencing July 1, 2017, until fully vested; and

We granted to Jeff Killian an inducement award of restricted stock units for 200,000 shares of common stock on October 24, 2016, which restricted stock unit award vested 12,500 shares on January 2, 2017, and 12,500 shares will vest on the first business day of each subsequent calendar quarter, commencing April 1, 2017, until fully vested.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock for:

- each of our named executive officers;
- each of our directors;
- all of our executive officers and directors as a group; and
- each person, or group of affiliated persons, who beneficially owned more than 5% of our common stock.

We have determined beneficial ownership in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Except as indicated by the footnotes below, we believe, based on information furnished to us, that the persons and entities named in the table below have sole voting and sole investment power with respect to all shares of common stock that they beneficially owned, subject to applicable community property laws.

The information for each beneficial owner is as of March 31, 2017, unless otherwise indicated for greater than five percent (5%) stockholders who are not officers or directors of Resonant. We have based percentage ownership of our common stock on 14,451,085 shares of our common stock outstanding as of March 31, 2017. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all shares of common stock subject to options held by the person that are currently exercisable or exercisable within 60 days of March 31, 2017, as well as all shares of common stock issuable pursuant to restricted stock units held by the person that are subject to vesting conditions expected to occur within 60 days of March 31, 2017. However, we did not deem such shares outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Resonant Inc., 110 Castilian Drive, Suite 100, Goleta, California 93117.

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Name of Beneficial Owner	Common Stock		
	Beneficially Owned		
	Number	Percentage	
Named Executive Officers and Directors:			
Terry Lingren ⁽¹⁾	472,525	3.2	%
George Holmes ⁽²⁾	200,357	1.4	%
Robert Hammond ⁽³⁾	481,809	3.3	%
Neal Fenzi ⁽⁴⁾	482,442	3.3	%
Janet Cooper	45,297	*	
Michael Fox ⁽⁵⁾	1,403,400	9.5	%
Thomas Joseph	12,000	*	
Richard Kornfeld ⁽⁶⁾	70,297	*	
John Major ⁽⁷⁾	100,561	*	
All executive officers and directors as a group (13 persons) ⁽⁸⁾	3,429,133	22.3	%

Other 5% Stockholders:

Peter A. Appel ⁽⁹⁾	1,930,094	13.1	%
Park City Capital Offshore Master, Ltd ⁽¹⁰⁾	1,370,000	9.3	%
Longboard Capital Advisors, LLC ⁽¹¹⁾	2,556,561	17.7	%

*Represents beneficial ownership of less than one percent.

(1) Consists of (i) 374,779 shares of common stock, (ii) 88,333 shares of common stock that may be acquired from us upon exercise of warrants that currently are exercisable, and (iii) 17,500 shares of common stock that may be acquired from us upon exercise of stock options that are exercisable within 60 days of March 31, 2017.

(2) Consists of (i) 177,922 shares of common stock, (ii) 8,300 shares of common stock that may be acquired from us upon exercise of warrants that currently are exercisable, and (iii) 14,135 shares of common stock that may be acquired from us upon vesting of restricted stock units within 60 days of March 31, 2017, the receipt of which has been deferred until a later date.

(3) Consists of (i) 359,588 shares of common stock, (ii) 88,333 shares of common stock that may be acquired from us upon exercise of warrants that currently are exercisable, and (iii) 33,888 shares of common stock that may be acquired from us upon exercise of stock options that are exercisable within 60 days of March 31, 2017.

(4) Consists of (i) 359,588 shares of common stock, (ii) 88,333 shares of common stock that may be acquired from us upon exercise of warrants that currently are exercisable, and (iii) 34,521 shares of common stock that may be acquired from us upon exercise of stock options that are exercisable within 60 days of March 31, 2017.

(5) Consists of (i) 22,700 shares of common stock, (ii) 10,700 shares of common stock that may be acquired from us upon exercise of warrants that currently are exercisable, (iii) 1,035,000 shares of common stock owned by Park City Capital Offshore Master Ltd., and (iv) 335,000 shares of common stock that may be acquired by Park City Capital Offshore Master Ltd. from us upon exercise of warrants that currently are exercisable. Michael Fox, the managing member of Park City Capital, LLC, the investment manager of Park City Capital Offshore Master Ltd., has voting and dispositive power with respect to securities owned by Park City Capital Offshore Master Ltd.

(6) Consists of (i) 50,297 shares of common stock and (ii) 20,000 shares of common stock that may be acquired from us upon exercise of warrants that currently are exercisable.

(7) Consists of (i) 67,061 shares of common stock and (ii) 33,500 shares of common stock that may be acquired from us upon exercise of warrants that currently are exercisable.

(8) Consists of (i) 2,533,277 shares of common stock, (ii) 672,499 shares of common stock that may be acquired from us upon exercise of warrants that currently are exercisable, (iii) 190,033 shares of common stock subject to options that are currently exercisable or exercisable within 60 days of March 31, 2017, and (iv) 33,324 shares of common stock issuable pursuant to restricted stock units that are subject to vesting conditions expected to occur within 60 days of March 31, 2017.

(9) Consists of (i) 335,000 shares of common stock, (ii) 335,000 shares of common stock that may be acquired from us upon exercise of warrants that currently are exercisable, and (iii) 1,260,094 shares of common stock owned by

Lone Wolf

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Holdings, LLC. Peter Appel exercises voting and investment authority over the shares held by Lone Wolf Holdings, LLC. The address for Mr. Appel is 77 Oregon Road, Bedford Corners, NY 10549.

(10) Consists of (i) 1,035,000 shares of common stock and (ii) 335,000 shares of common stock that may be acquired from us upon exercise of warrants that currently are exercisable. Michael Fox has voting and dispositive power with respect to these securities. The address for Park City Capital, LLC is 200 Crescent Court, Suite 1575, Dallas, TX.

(11) Based on information set forth in a Schedule 13D filed with the SEC on March 2, 2017 by Longboard Capital Advisors, LLC (“Longboard”) and Brett Conrad. Consists of shares of common stock owned by Blue Earth Fund, LP, Grayboard Investments, Ltd, Ptarmagin, LLC and Conrad Group Inc. Defined Benefit Plan (the “Longboard Entities”). Longboard, with Brett Conrad as its sole managing member, is the investment manager of the Longboard Entities or separate investment accounts or plans maintained by the Longboard Entities, and thus Longboard and Mr. Conrad possess the power to vote and/or dispose or direct the disposition of all shares owned by the Longboard Entities. The share number excludes 1,626,898 shares of common stock underlying warrants issued to Grayboard Investments, Ltd., which warrants may be exercised commencing on August 22, 2017. The address for Longboard is 1312 Cedar Street, Santa Monica, California 90405.

OTHER MATTERS

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. SEC regulations require us to identify in this proxy statement anyone who filed a required report late during the most recent year. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that during 2016, all Section 16(a) filing requirements were satisfied on a timely basis.

2016 Annual Report and SEC Filings

Our financial statements for the fiscal year ended December 31, 2016 are included in our Annual Report on Form 10-K. Our Annual Report and this proxy statement are posted on our website at ir.resonant.com and are available from the SEC at its website at www.sec.gov. You may also obtain a copy of our Annual Report and this proxy statement without charge by sending a written request to Secretary, Resonant Inc., 110 Castilian Drive, Suite 100, Goleta, California 93117.

Deadlines to Propose Actions for Consideration at the 2018 Annual Meeting

Stockholder Proposals for Inclusion in Proxy Statement. Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at the 2018 annual meeting of stockholders by submitting their proposals in writing to our Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for our 2018 annual meeting of stockholders, our Secretary must receive the written proposal at our principal executive offices no later than December 27, 2017. In addition, stockholder proposals must comply with the requirements of SEC Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Resonant Inc.

Attention: Corporate Secretary

110 Castilian Drive, Suite 100

Goleta, California 93117

Stockholder Proposals Not for Inclusion in Proxy Statement. Our bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our bylaws provide that the only business that may be conducted at an annual meeting is business that is (i) specified in our proxy materials with respect to the meeting, (ii) otherwise properly brought

before the meeting by or at the direction of our board of directors, or (iii) properly brought before the meeting by a stockholder of record entitled to vote at the annual meeting who has delivered timely written notice to our Secretary. The written notice must contain the information specified in our bylaws. To be timely for our 2018 annual meeting of stockholders, our Secretary must receive the written notice at our principal executive offices no earlier than February 10, 2018, and no later than the close of business on March 12, 2018.

If we hold our 2018 annual meeting of stockholders more than 30 days before or more than 60 days after the one-year anniversary date of the 2017 Annual Meeting, then notice of a stockholder proposal that is not intended to be included in our proxy statement must be received no earlier than the close of business on the 120th day before the annual meeting and no later than the close of business on the later (i) the 90th day prior to the annual meeting; or (ii) the 10th day following the day on which public announcement of the date of the meeting is first made. If a stockholder who has notified us of his or her intention to present a proposal at an annual meeting does not appear to present his or her proposal at the meeting, we are not required to present the proposal for a vote at the meeting.

Availability of Bylaws. A copy of our bylaws may be obtained by accessing Resonant's filings on the SEC's website at www.sec.gov. You may also contact our Secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for stockholder proposals.

ANNEX A
FULL TEXT OF
AMENDMENT TO 2014 PLAN
RESONANT INC.
AMENDMENT NO. 2
TO
AMENDED AND RESTATED
2014 OMNIBUS INCENTIVE PLAN

This Amendment No. 2 (this “Amendment”) to the Resonant Inc. Amended and Restated 2014 Omnibus Incentive Plan (the “Plan”) is effective as of June 6, 2017, by action of the Board of Directors of Resonant Inc., a Delaware corporation (the “Company”).

1. Section 3.1(a) of the Plan is hereby amended and restated in its entirety to read as follows:

“(a) Subject to adjustment as provided in Section 12.2, a total of 5,950,000 Shares shall be authorized for grant under the Plan (the “Maximum Plan Shares”). Any Shares that are subject to Awards shall be counted against this limit as one (1) Share for every one (1) Share granted.”

I hereby certify that the foregoing Amendment was duly adopted by the Board of Directors of the Company on March 29, 2017, and approved by the stockholders of the Company at a meeting held on June 6, 2017.

Executed as of [], 2017 RESONANT INC.

By:

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