#### PEARLMAN EMANUEL R

Form 4

January 23, 2019

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* PEARLMAN EMANUEL R

(First)

2. Issuer Name and Ticker or Trading Symbol

EMPIRE RESORTS INC [NYNY]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner

350 EAST 79TH STREET

(Month/Day/Year)

01/21/2019

X\_ Officer (give title Other (specify below)

(Check all applicable)

**Executive Chairman** 

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

NEW YORK, NY 10075

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported Transaction(s)

(A) (Instr. 3 and 4)

Code V Amount (D) Price

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

Conversion or Exercise

3. Transaction Date 3A. Deemed

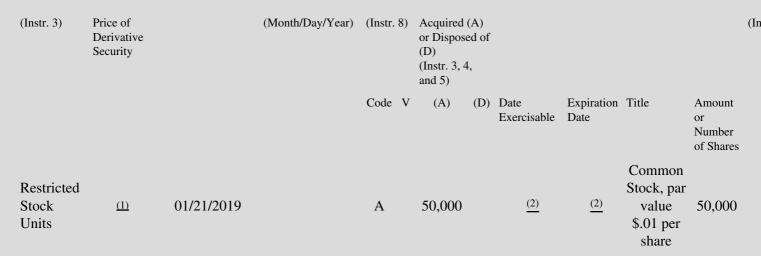
(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARLMAN EMANUEL R 350 EAST 79TH STREET NEW YORK, NY 10075	X		Executive Chairman	

# **Signatures**

/s/ Nanette L. Horner, by Power of Attorney 01/23/2019

\*\*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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of Empire Resorts, Inc. (the "Company"). The Company may also elect to settle the vested RSUs for cash at its discretion.
  - Mr. Pearlman was granted 50,000 RSUs under the Empire Resorts, Inc. 2015 Equity Incentive Plan, as amended (the "Plan"), which RSUs vest annually in three equal installments, with one third vesting on January 21, 2020, one third vesting on January 21, 2021 and one third vesting on January 21, 2022; provided that the RSUs shall vest immediately: (i) upon a Change in Control, or (ii) if Mr. Pearlman is
- terminated as Executive Chairman for any reason other than for Cause. Subject to Mr. Pearlman's continued employment with the Company, the shares of common stock deliverable upon vesting of the RSUs shall be delivered on January 21, 2022. All capitalized but undefined terms have the meanings ascribed thereto by the Plan.

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.

Reporting Owners 2