

HELLER JOHN S  
Form 4  
January 09, 2019

**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 \*  
HELLER JOHN S

2. Issuer Name and Ticker or Trading Symbol  
BLACK BOX CORP [BBOX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1000 PARK DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/07/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

LAWRENCE, PA 15055  
(City) (State) (Zip)

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

**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)
			Code	V	Amount	(D)	Price
Common Stock, \$.001 par value	01/07/2019 <sup>(1)</sup>		U		52,320	D	\$ 1.10 <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 2.85	01/07/2019 <sup>(2)</sup>		D	30,000	<sup>(2)</sup> <sup>(2)</sup>	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLER JOHN S 1000 PARK DRIVE LAWRENCE, PA 15055		X		

## Signatures

/s/ Ronald Basso by Power of Attorney for John S. Heller 01/09/2019

\_\_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) On November 11, 2018, Black Box Corporation (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with AGC Networks Pte Ltd. ("Top Parent"), BBX Main Inc., a wholly owned subsidiary of Top Parent ("Parent"), BBX Inc., a wholly owned subsidiary of Parent ("BBX Intermediate"), and Host Merger Sub Inc., a wholly owned subsidiary of BBX Intermediate ("Merger Sub"). Pursuant to the terms of the Merger Agreement, and the tender offer commenced in connection therewith, each share of Company common stock held by the Reporting Person was tendered for \$1.10 per share, net to the holder thereof, in cash, without interest thereon (the "Offer Price"). Pursuant to the Merger Agreement, on January 7, 2019 (the "Effective Time"), Merger Sub was merged with and into the Company, with the Company being the surviving corporation and becoming a wholly owned subsidiary of BBX Intermediate.

(2) Pursuant to the Merger Agreement, at the Effective Time, each out-of-the-money Company option that was outstanding and unexercised (whether vested or unvested) was cancelled and terminated for no consideration. This option was out-of-the-money at the Effective Time.

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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