

Heigel Douglas W
Form 4
October 23, 2018

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 *
Heigel Douglas W

(Last) (First) (Middle)

C/O INVUITY, INC., 444 DE
HARO STREET

(Street)

SAN FRANCISCO, CA 94107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Invuity, Inc. [IVTY]

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP. Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/23/2018		D		38,293	D	<u>(1)</u> 26,100
Common Stock	10/23/2018		D		26,100	D	<u>(2)</u> <u>(3)</u> 0

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.145	10/23/2018		D	47,324	<u>(4)</u> 11/05/2024	Common Stock 47,324
Employee Stock Option (right to buy)	\$ 6.5	10/23/2018		D	28,600	<u>(4)</u> 01/17/2027	Common Stock 28,600
Employee Stock Option (right to buy)	\$ 4.1	10/23/2018		D	45,700	<u>(4)</u> 02/15/2028	Common Stock 45,700
Restricted Stock Units	<u>(5)</u>	10/23/2018		D	7,800	<u>(3)</u> 02/16/2021	Common Stock 7,800
Restricted Stock Units	<u>(5)</u>	10/23/2018		D	10,725	<u>(3)</u> 01/01/2021	Common Stock 10,725

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heigel Douglas W C/O INVUITY, INC. 444 DE HARO STREET SAN FRANCISCO, CA 94107			SVP. Operations	

Signatures

/s/ Nancy Hargreaves, by power of
attorney

10/23/2018

__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).

- Disposed of pursuant to that certain Agreement and Plan of Merger between the Issuer, Stryker Corporation and Accipiter Corp., dated as
- (1) of September 10, 2018 (the "Merger Agreement"), in exchange for a cash payment of \$7.40 per share, without interest, subject to any required withholding of taxes (the "Offer Price").
 - (2) These securities were restricted stock units ("RSUs"), each of which represented a contingent right to receive one share of the Issuer's Common Stock.
 - (3) The RSUs were cancelled pursuant to the Merger Agreement in exchange for an amount in cash per underlying share equal to the Offer Price.
 - (4) The option was cancelled pursuant to the Merger Agreement in exchange for an amount in cash equal to the product of (a) the excess of the Offer Price over the per-share exercise price of such option multiplied by (b) the number of unexercised shares subject to such option.
 - (5) Each RSU represented a contingent right to receive one share of the Issuer's Common Stock.

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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