

GONSER CHRISTOPHER W
 Form 4
 November 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
GONSER CHRISTOPHER W

2. Issuer Name and Ticker or Trading Symbol
KMG CHEMICALS INC [KMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
300 THROCKMORTON ST, STE. 1900

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2018

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

VP of Human Resources

(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

FORT WORTH, TX 76102

(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	11/15/2018		D		39,014	D	<u>(1)</u> 0
Common Stock	11/15/2018		D		8,701	D	<u>(2)</u> 0

by Deferred Compensation Plan

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 or Value of Derivative Security (Instr. 3)
Performance Based Stock Awards	\$ 0	11/15/2018		D	2	(3) (3)	Common Stock	18,372 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GONSER CHRISTOPHER W 300 THROCKMORTON ST STE. 1900 FORT WORTH, TX 76102			VP of Human Resources	

Signatures

Christopher
Gonser 11/15/2018

**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).

- (1) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 14, 2018, by and among KMG Chemicals, Inc. ("KMG"), Cabot Microelectronics Corporation ("Cabot Microelectronics") and Cobalt Merger Sub Corporation, in exchange for 7,802 shares of Cabot Microelectronics common stock and \$2,171,211 in cash consideration at the Effective Time of the merger.
- (2) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 14, 2018, by and among KMG Chemicals, Inc. ("KMG"), Cabot Microelectronics Corporation ("Cabot Microelectronics") and Cobalt Merger Sub Corporation, in exchange for 1,740 shares of Cabot Microelectronics common stock and \$484,231 in cash consideration at the Effective Time of the merger.
- (3) Pursuant to the Merger Agreement, the restricted stock unit awards which were granted prior to August 14, 2018 and which expire 7/31/19 and 7/31/20, fully vested and were cancelled and converted in the merger in exchange for 3,674 shares of Cabot Microelectronics common stock and \$1,022,443 in cash consideration at the Effective Time of the merger, which is the right to receive the merger

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consideration in respect of each share of KMG common stock underlying the applicable restricted stock unit award.

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.