

DOT HILL SYSTEMS CORP

Form 4

October 08, 2015

**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 \*  
Mejia Richard Jr

2. Issuer Name **and** Ticker or Trading  
Symbol  
DOT HILL SYSTEMS CORP  
[HILL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1351 S. SUNSET STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/06/2015

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

LONGMONT, CO 80501

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/06/2015		D		52,500	D	11 0

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

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SEC 1474  
(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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Director Stock Option (Right to Buy)	\$ 1.94	10/06/2015		D	50,000	<u>(2)</u>	09/16/2018	Common Stock	50,000
Director Stock Option (Right to Buy)	\$ 0.94	10/06/2015		D	10,000	<u>(2)</u>	06/14/2019	Common Stock	10,000
Director Stock Option (Right to Buy)	\$ 1.75	10/06/2015		D	10,000	<u>(2)</u>	05/02/2020	Common Stock	10,000
Director Stock Option (Right to Buy)	\$ 2.95	10/06/2015		D	10,000	<u>(2)</u>	05/01/2021	Common Stock	10,000
Director Stock Option (Right to Buy)	\$ 1.15	10/06/2015		D	10,000	<u>(2)</u>	05/06/2022	Common Stock	10,000
Director Stock Option (Right to Buy)	\$ 1.74	10/06/2015		D	10,000	<u>(2)</u>	05/05/2023	Common Stock	10,000
Director Stock Option (Right to Buy)	\$ 4.03	10/06/2015		D	10,000	<u>(2)</u>	05/04/2024	Common Stock	10,000
	\$ 6.44	10/06/2015		D	15,000	<u>(3)</u>	05/03/2022		15,000

Director Stock Option (Right to Buy)								Common Stock	
Director Stock Option (Right to Buy)	\$ 2.42	10/06/2015	D	50,000	(2)	08/12/2020	Common Stock	50,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mejia Richard Jr 1351 S. SUNSET STREET LONGMONT, CO 80501	X			

## Signatures

/s/ Hanif I. Jamal,  
attorney-in-fact

10/08/2015

\_\_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 an Agreement and Plan of Merger (the "Merger Agreement"), dated August 18, 2015, among the Issuer, Seagate HDD Cayman ("Parent"), and Denali Acquisition Sub Corp., a wholly-owned subsidiary of Parent ("Merger Sub"), in exchange for cash consideration of \$9.75 per share, without interest, subject to any required withholding of taxes. Pursuant to the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger").
- (2) This option, which was fully vested on the closing date of the Merger (October 6, 2015), was cancelled in the Merger in exchange for a cash payment equal to \$9.75 per share minus the per share exercise price of the option, subject to any applicable tax withholdings.
- (3) This option, which provided for vesting of 100% of the shares subject to the option on May 4, 2016, was cancelled in the Merger in exchange for a cash payment equal to \$9.75 per share, minus the per share exercise price of the option, subject to any applicable tax withholdings. In connection with the Merger, vesting of the stock option was accelerated and the option became fully vested and exercisable effective immediately prior to the effective time of the Merger.

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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