

Pardo Benjamin A  
Form 4  
February 13, 2018

**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 \*  
Pardo Benjamin A

(Last) (First) (Middle)

C/O KNOLL, INC., 1235 WATER STREET

(Street)

EAST GREENVILLE, PA 18041

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
KNOLL INC [KNL]

3. Date of Earliest Transaction (Month/Day/Year)  
02/09/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

E.V.P.-Director of Design

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 or (D) Price			
Common Stock	02/09/2018		M	2,500 (1) A \$ 0	25,573	D	
Common Stock	02/09/2018		F	4,451 (2) D \$ 20.66	21,122	D	
Common Stock	02/13/2018		A	7,500 (3) A \$ 0	28,622	D	

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

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number.

**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. Amount or Number of Shares		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units <sup>(1)</sup>	\$ 0	02/09/2018		M		2,500	<u>(1)</u>	<u>(1)</u>	Common Stock	2,500
Restricted Stock Units <sup>(4)</sup>	\$ 0	02/13/2018		A		7,500	<u>(6)</u>	<u>(6)</u>	Common Stock	7,500
										<u>(5)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pardo Benjamin A C/O KNOLL, INC. 1235 WATER STREET EAST GREENVILLE, PA 18041			E.V.P.-Director of Design	

## Signatures

/s/Michael A. Pollner,  
Attorney-in-Fact

02/13/2018

\_\_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) These shares represent a portion of the stock units granted on February 9, 2015, that vested based on the issuer's satisfaction of certain performance criteria. The remaining portion of these stock units were forfeited as certain performance metrics were not achieved.
- (2) These shares were withheld by the issuer to cover taxes associated with the vesting of certain restricted shares and stock units.
- (3) These restricted shares will cliff vest on the third anniversary of the date of grant, based on continued service.
- (4) Each restricted stock unit represents a contingent right to receive, at settlement, one share of the issuer's common stock.
- (5) Represents the target amount of restricted stock units granted to reporting person on the transaction date. Zero to one hundred twenty-five percent of the target amount can vest, subject to the issuer's satisfaction of certain performance criteria.

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(6) These restricted stock units vest after a three-year performance period, subject to the issuer's satisfaction of certain performance criteria.

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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