

Backman Mats  
Form 4  
September 10, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Backman Mats

(Last) (First) (Middle)

C/O AUTOLIV,  
INC., KLARABERGSVIADUKTEN  
70, SECTION B7

(Street)

STOCKHOLM, V7 SE-111 64

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

AUTOLIV INC [ALV]

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

09/06/2018

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)

See Remarks

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   |                                      | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   | Code                                 | V  | Amount   |  | Price   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
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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)**

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and Expiration<br>Date | 7. Title and<br>Underlying |
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|----------------------------|
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|----------------------------|

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| Security<br>(Instr. 3)                  | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year) |     | (Instr. 3 a)           |                        |                 |
|---|---|-------------------------|--------------------|---|------------------|-----|------------------------|------------------------|-----------------|
|   |   |                         | Code               | V   | (A)              | (D) | Date Exercisable       | Expiration Date        | Title           |
| Restricted<br>Stock Unit                | <u>(1)</u>  | 09/06/2018              | A <u>(2)(3)</u>    |   | 9.1529           |     | 02/19/2020 <u>(4)</u>  | 02/19/2020 <u>(4)</u>  | Common<br>Stock |
| Restricted<br>Stock Unit<br><u>(8)</u>  | <u>(1)</u>  | 09/06/2018              | A <u>(3)(9)</u>    |   | 6.3155           |     | 02/19/2020 <u>(4)</u>  | 02/19/2020 <u>(4)</u>  | Common<br>Stock |
| Restricted<br>Stock Unit                | <u>(1)</u>  | 09/06/2018              | A <u>(3)(10)</u>   |   | 13.4424          |     | 02/13/2021 <u>(11)</u> | 02/13/2021 <u>(11)</u> | Common<br>Stock |
| Restricted<br>Stock Unit<br><u>(12)</u> | <u>(1)</u>  |                         |                    |   |                  |     | 05/09/2019             | 05/09/2019             | Common<br>Stock |
| Restricted<br>Stock Unit<br>(13)        | <u>(1)</u>  |                         |                    |   |                  |     | 05/09/2019             | 05/09/2019             | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| Backman Mats<br>C/O AUTOLIV, INC.<br>KLARABERGSVIADUKTEN 70, SECTION B7<br>STOCKHOLM, V7 SE-111 64 |               |           |         | See Remarks |

## Signatures

/s/ Mats  
Backman

09/06/2018

\*\*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) Each restricted stock unit (RSU) represents a contingent right to receive one share of ALV common stock.
- (2) Dividend equivalent rights accrued in the form of additional RSUs to RSUs granted on February 19, 2017.
- (3) Per the award agreement, cash dividends with a record date on or after the grant date and paid on or before the vesting date yield additional RSUs subject to the same vesting schedule as the underlying RSUs.
- (4) The RSUs vest and convert to shares in one installment on the third anniversary of February 19, 2017.
- (5)

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As reported in the Registration Statement on Form 10 filed by Veoneer, Inc. ("VNE") with the SEC, in connection with the distribution by ALV of 100% of the outstanding shares of common stock of VNE on a pro rata basis to ALV stockholders on June 29, 2018 (the "Spin-off"), stock-based awards granted by ALV prior to the Spin-off were converted into adjusted stock-based awards relating to both shares of ALV and VNE common stock. With certain limited exceptions, the adjusted awards are subject to the same or equivalent vesting conditions and other terms that applied to the applicable original ALV award immediately before the Spin-off. For each holder of an RSU, 50% of the outstanding stock award value, as calculated immediately prior to the spin-off, was converted to an RSU of VNE, and 50% to an RSU of ALV, with an adjustment to the number of shares as required to preserve the value inherent in the stock award before and after the distribution.

(Continued from footnote 5) Outstanding performance shares were converted to RSUs of both ALV and VNE as described above, with the number of performance shares so converting determined based on: (i) for the period between the beginning of the performance period and December 31, 2017, the actual level of performance measured as of December 31, 2017; and (ii) for the period following December 31, 2017 and the last day of the applicable performance period, actual performance measured as of December 31, 2017, or target level performance, whichever was greater. The conversion and adjustment described herein is referred to as the "Spin-off Conversion and Adjustment."

- (6) (7) The number of RSUs held following the Spin-off Conversion and Adjustment.
- (8) RSUs received in connection with the Spin-Off Conversion and Adjustment of performance shares granted by ALV on February 19, 2017.
- (9) Dividend equivalent rights accrued in the form of additional RSUs.
- (10) Dividend equivalent rights accrued in the form of additional RSUs to RSUs granted on February 13, 2018.
- (11) The RSUs vest and convert to shares in one installment on the third anniversary of February 13, 2018.
- (12) RSUs received in connection with the Spin-Off Conversion and Adjustment of performance shares granted by ALV on May 9, 2016.
- (13) RSUs received in connection with the Spin-Off Conversion and Adjustment of RSUs granted by ALV on May 9, 2016.

### Remarks:

Chief Financial Officer and Executive Vice President, Finance

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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