SEC Form 4

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Tiedeman Forrest						2. Issuer Name and Ticker or Trading Symbol <u>CIRCOR INTERNATIONAL INC</u> [CIR]										eck all applie Directo	cable) or) Pers	son(s) to Iss 10% Ov	vner
(Last) 30 COR		(First) DRIVE, SUITE	(Middle) SUITE 200				3. Date of Earliest Transaction (Month/Day/Year) 10/18/2023										(give title P <mark>resident</mark> ,	Trea	Other (s below) Isury & Ta	
(Street) BURLIN	IGTON	MA	01803		- 4.1	lf Ame	ndme	nt, Date	of Origi	nal File	ed (1	Month/Da	y/Year)		6. In Line) K Form f Form f	iled by One iled by More	Repo) (Check App orting Person One Repor	ı
(City)						Person e 10b5-1(c) Transaction Indication theck this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to												l to		
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transa Date (Month/D					saction	n ear)	2A. Deemed Execution Date if any (Month/Day/Yea		e, 3. Co	, 3. Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3		(A) or	5. Amou Securitie Benefici Owned F	nt of 6. C es For ally (D) Following (I) (I		n: Direct r Indirect Istr. 4)	7. Nature of Indirect Beneficial Ownership	
									Co	de V	,	Amount	(A) (D)	or	Price	Reporte Transact (Instr. 3	ion(s)			(Instr. 4)
Common Stock 10/18				8/202	/2023			I	D		1,185			(1)(2)	0			D		
			Table II -									sed of, onvertik				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversio or Exercis Price of Derivative Security		3A. Deeme Execution if any (Month/Day	Date,		ransaction ode (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisa Expiration Date (Month/Day/Year		le and	7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	sable	Ex Da	piration ate	Title	O N O	umber					
Restricted Stock Unit	\$ <mark>0</mark>	10/18/2023			D ⁽³⁾			331	08/12/2	024 ⁽³⁾	08	/12/2031	Commor Stock	1	331	\$ 0	0		D	
Restricted Stock Unit	\$0	10/18/2023			D ⁽⁴⁾			1,484	03/15/2	024 ⁽⁴⁾	08	/15/2032	Commor Stock	¹ 1	1,484	\$ 0	0		D	

Explanation of Responses:

\$<mark>0</mark>

10/18/2023

Restricted

Stock Unit

1. Pursuant to the Agreement and Plan of Merger dated June 5, 2023 (as amended on June 26, 2023 by Amendment No. 1 to Agreement and Plan of Merger, as further amended on June 29, 2023 by Amendment No. 2 to Agreement and Plan of Merger, the "Merger Agreement"), by and among CIROCR International, Inc. ("CIRCOR"), Cube BidCo, Inc., a Delaware corporation ("Parent"), and Cube Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent, pursuant to which Cube Merger Sub, Inc. merged with and into CIRCOR, with CIRCOR remaining as the surviving corporation (the "Surviving Corporation"), at the effective time of the Merger (the "Effective Time"), each issued and outstanding share of common stock, par value \$0.01 per share, of CIRCOR ("Company Common Stock"), immediately prior to the Effective Time was converted into the right to receive an amount in cash equal to \$56.00, without interest (continued in Footnote 2)

03/17/2024⁽⁵⁾

Common

Stock

2,160

\$<mark>0</mark>

0

D

03/17/2033

2. (the "Merger Consideration"), and as of the Effective Time, all such shares of Company Common Stock are no longer outstanding and were automatically cancelled and cease to exist.

2.160

3. The Restricted Stock Units ("RSUs") were granted to the Reporting Person by CIRCOR as part of equity incentive grants made by CIRCOR on August 12, 2021 utilizing a fair market value of a share of CIRCOR's stock of 82.5.4. The RSU grant vested as to one reporting a control adjust of RSU for which such Replacement RSU was exchanged would have vested pursuant to its terms. Such Replacement RSUs will be settled only in cash.

4. The RSUs were granted to the Reporting Person by CIRCOR as part of equity incentive grants made by CIRCOR on August 15, 2022 utilizing a fair market value of a share of CIRCOR's stock of \$19.74. The RSU vested as to one-third on August 15, 2023. Pursuant to the Merger Agreement, as of the Effective Time, each unvested RSU was canceled and converted into a grant of Replacement RSUs, which Replacement RSU will vest and be payable at the same time and on the same terms and conditions as the unvested RSU for which such Replacement RSU was exchanged would have vested pursuant to its terms. Such Replacement RSUs will be settled only in cash.

5. The RSUs entitled the Reporting Person to receive shares of CIRCOR common stock in equal installments of one-third of the original RSU grant on each of the first three anniversaries of the grant date. The RSUs automatically convert into shares of common stock on a one-for-one basis at no conversion cost to the Reporting Person. Pursuant to the Merger Agreement, as of the Effective Time, each unvested RSU was canceled and converted into a grant of Replacement RSUs, which Replacement RSU will vest at the same time and on the same terms and conditions as the unvested RSU for which such Replacement RSU was exchanged would have vested pursuant to its terms. Such Replacement RSUs will be settled only in cash.

/s/ Paul Caron	<u>, their attorney in</u>	10/10/2022
fact		10/10/2023
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** Signature of Reporting Person Date

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

* 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).

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.