SEC Form 4

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

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*						2. Issuer Name and Ticker or Trading Symbol <u>CIRCOR INTERNATIONAL INC</u> [CIR]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Najjar Tony S.</u>								5111			X	Directo	r	10	9% Ow	vner	
(Last)	(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year)							(give title		her (s low)	specify
30 CORPORATE DRIVE, SUITE 200					08/15/2023							President and CEO					
(Street)						4. If Am	endment, Date o	f Original	Filed	(Month/Day/ነ	′ear)	6. Inc Line)	lividual or J	oint/Group	Filing (Cheo	k App	licable
(Street) BURLIN	ICTON	МА		01803								2	Form filed by One Reporting Person				ı
												Form fi Person		e than One I	Report	ting	
(City)		(Stat	te)	(Zip)		Rule	Rule 10b5-1(c) Transaction Indication										
						Che the	eck this box to indic affirmative defense	cate that a te conditions	transao s of Ru	ction was made le 10b5-1(c). S	e pursuant See Instruc	to a contra tion 10.	ct, instructior	n or written p	lan that is int	ended	to satisfy
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date				(Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Yea	3. Transa Code (8)					5. Amour Securitie Beneficia Owned F	es ally following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	et l ect l	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price	Reported Transact (Instr. 3 a	ion(s)			(Instr. 4)
Common Stock				08/15/2023		08/15/2023	М		4,635	A	(1)	29,	.028	D			
Common Stock					08/15/2023		08/15/2023	F		1,603 E		(1)	27,425		D		
Common Stock 0					08/15	/2023	08/15/2023	М	13,905		A	(2)	41,	.330	D		
Common Stock 08/1					08/15	/2023	08/15/2023	F		6,172	D	(2)	35,	158	D		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
1. Title of	2.	3	8. Transaction	3A. Deeme		,	<u>,</u>	, , , I					8. Price of	9. Number	of 10.		11. Nature

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. Transa Code (8)		of Deri Secu Acq (A) (Disp of (E	umber vative urities uired or oosed D) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) Expiration Date (Month/Day/Year) Derivative Security (Instr. 3 and 4)		es J Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.00	08/15/2023	08/15/2023	М			4,635	08/15/2023 ⁽¹⁾	08/15/2032	Common Stock	4,635	\$0.00	9,270	D	
Restricted Stock Unit	\$0.00	08/15/2023	08/15/2023	М			13,905	08/15/2023 ⁽²⁾	08/15/2032	Common Stock	13,905	\$0.00	0.00	D	

Explanation of Responses:

1. The Restricted Stock Units (RSUs), the conversion of which are reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 8/15/2022 utilizing a fair market value (FMV) of a share of the issuers stock of \$19.74. The RSU grant vests in equal installments of one-third on the anniversary of the grant date in Year 1 and on March 15, 2024 and March 15, 2025 in Years 2 and 3, and are received by the Reporting Person upon vesting, on a one-for-one basis. This report reflects the vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the underlying shares minus sufficient shares withheld to pay applicable income taxes.

2. The Restricted Stock Units (RSUs), the conversion of which are reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 8/15/2022 utilizing a fair market value (FMV) of a share of the issuers stock of \$19.74. The RSU grant vests in its entirety 12 months from date of grant, at which time the RSUs are received by the Reporting Person. This report reflects the full vesting of the original RSU grant and the acquisition by the Reporting Person of the underlying shares.

Remarks:

Paul Caron,	<u>their attorney in</u>	08/15/2023
fact		00/15/2025

** 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).

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.

LIMITED POWER OF ATTORNEY FOR CIRCOR INTERNATIONAL, INC. SECTION 16(a) FILINGS

Know all by those present that the undersigned hereby constitutes and appoints each of Paul Caron, Ted Sanders, and Jessica W. Wenzell signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of CIRCOR International, Inc. (the "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney's-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of September 2022.

/s/ Tony Najjar Tony Najjar