

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* <u>Sharma Arjun</u>  (Last) (First) (Middle) <u>30 CORPORATE DRIVE, SUITE 200</u>  (Street) <u>BURLINGTON MA 01803</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CIRCOR INTERNATIONAL INC [ CIR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO and SVP Bus Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/18/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	10/18/2023		A <sup>(1)</sup>		9,455	A	\$0	56,874	D	
Common Stock	10/18/2023		A <sup>(2)</sup>		12,119	A	\$0	68,993	D	
Common Stock	10/18/2023		A <sup>(3)</sup>		5,182	A	\$0	74,175	D	
Common Stock	10/18/2023		D		74,175	D	(4)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Stock Options	\$60.99	10/18/2023		D <sup>(5)</sup>			5,943	(5)	02/27/2024	Common Stock	5,943	\$0	0	D	
Stock Options	\$42.62	10/18/2023		D <sup>(6)</sup>			2,760	(6)	03/05/2025	Common Stock	2,760	\$0	0	D	
Stock Options	\$33.63	10/18/2023		D <sup>(7)</sup>			5,280	(7)	03/04/2026	Common Stock	5,280	\$0	0	D	
Restricted Stock Unit (MSP)	\$0	10/18/2023		D <sup>(8)(9)</sup>			6,072	03/17/2024 <sup>(8)(9)</sup>	03/17/2031	Common Stock	6,072	\$0	0	D	
Restricted Stock Unit (MSP)	\$0	10/18/2023		D <sup>(8)(9)</sup>			5,249	08/15/2025 <sup>(8)(9)</sup>	08/15/2032	Common Stock	5,249	\$0	0	D	
Restricted Stock Unit (MSP)	\$0	10/18/2023		D <sup>(8)(9)</sup>			17,548	03/17/2026 <sup>(8)(9)</sup>	03/17/2033	Common Stock	17,548	\$0	0	D	
Restricted Stock Unit	\$0	10/18/2023		D <sup>(10)</sup>			1,795	03/17/2024 <sup>(10)</sup>	03/17/2031	Common Stock	1,795	\$0	0	D	
Restricted Stock Unit	\$0	10/18/2023		D <sup>(11)</sup>			7,416	03/15/2024 <sup>(11)</sup>	08/15/2032	Common Stock	7,416	\$0	0	D	
Restricted Stock Unit	\$0	10/18/2023		D <sup>(12)</sup>			12,240	03/17/2024 <sup>(12)</sup>	03/17/2033	Common Stock	12,240	\$0	0	D	

Explanation of Responses:

1. Represents vesting of Performance RSUs that were granted to the Reporting Person on March 17, 2021, and vested 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 CIRCOR 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").
2. Represents vesting of Performance RSUs that were granted to the Reporting Person on August 15, 2022, and vested pursuant to the Merger Agreement.
3. Represents vesting of Performance RSUs that were granted to the Reporting Person on March 17, 2023, and vested pursuant to the Merger Agreement.
4. Pursuant to the Merger Agreement, 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 (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.
5. The option is fully vested. Pursuant to the Merger Agreement, the option has an exercise price per share that is greater than the Merger Consideration and at the Effective Time, such option was cancelled for no consideration.
6. The option is fully vested. Pursuant to the Merger Agreement, the option was cancelled and the Reporting Person was entitled to receive (without interest), in consideration of the cancellation of such option, an amount in cash (less applicable tax withholdings) equal to \$13.38 per share, which is equal to the excess of the Merger Consideration over the applicable exercise price per share under such option.

7. The option is fully vested. Pursuant to the Merger Agreement, the option was cancelled and the Reporting Person was entitled to receive (without interest), in consideration of the cancellation of such option, an amount in cash (less applicable tax withholdings) equal to \$22.37 per share, which is equal to the excess of the Merger Consideration over the applicable exercise price per share under such option.

8. The Restricted Stock Units ("RSUs") grant was issued pursuant to a provision of the CIRCOR Management Stock Purchase Plan ("MSPP") whereby certain executives may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of that executives' annual incentive cash bonus under the bonus plan applicable to the executive. The RSUs were issued in whole units at a 33% discount from fair market value of CIRCOR's common stock on the date the underlying bonus is determined and generally vest 3 years from the date of the grant, at which time the RSUs convert into shares of common stock on a one-for-one basis unless the executive previously elected a longer deferral period. Pursuant to the Merger Agreement, as of the Effective Time, (continued in Footnote 9)

9. each unvested RSU was canceled and converted into a grant of restricted stock units in the Surviving Corporation (a "Replacement RSU"), which Replacement RSU will vest no later than the nine-month anniversary of the Effective Date assuming continued employment as of such date.

10. The RSUs were granted to the Reporting Person by CIRCOR as part of equity incentive grants made by CIRCOR on March 17, 2021 utilizing a fair market value of a share of CIRCOR's stock of \$39.82. The RSU grant vested as to one-third on each of March 17, 2022 and March 17, 2023. Pursuant to the Merger Agreement, as of the Effective Time, each unvested RSU was canceled and converted into 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.

11. 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.

12. 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.

[/s/ Paul Caron, their attorney in fact](#)

\*\* Signature of Reporting Person

[10/18/2023](#)

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.**