

MOD PAC CORP
Form 4
September 30, 2013

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 *
LUPP DAVID B

(Last) (First) (Middle)
1801 ELMWOOD AVENUE
(Street)

BUFFALO, NY 14207-2496

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOD PAC CORP [MPAC]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2013

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 below) ___ Other (specify below)
CFO/COO

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 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	(D)	Price
\$.01 Par Value Common Stock ⁽¹⁾	09/30/2013		D		40,000	D	\$ 9.25
					0		

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

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SEC 1474 (9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 11.73	09/30/2013		D	15,000	03/08/2007	03/08/2016	\$.01 PV Com Stk	0	\$ 0
Option	\$ 10	09/30/2013		D	15,000	12/13/2007	12/13/2016	\$.01 PV Com Stk	0	\$ 0
Option	\$ 7.36	09/30/2013		D	22,500	12/20/2008	12/20/2017	\$.01 PV Com Stk	0	\$ 1.8
Option	\$ 4.37	09/30/2013		D	25,000	06/16/2010	12/16/2019	\$.01 PV Com Stk	0	\$ 4.8
Option	\$ 4.65	09/30/2013		D	25,000	06/21/2011	12/21/2020	\$.01 PV Com Stk	0	\$ 4.
Option	\$ 5.9	09/30/2013		D	12,500	06/02/2012	12/02/2021	\$.01 PV Com Stk	0	\$ 3.3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUPP DAVID B 1801 ELMWOOD AVENUE BUFFALO, NY 14207-2496			CFO/COO	

Signatures

/s/ Daniel J. Geary, as Power of Attorney for David B.
Lupp

09/30/2013

__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) Disposed of pursuant to merger agreement between Mod-Pac Corp., Rosalia Capital LLC and Mandan Acquisition Corp. dated April 11, 2013, as amended (the "Merger Agreement").
- (2) Cancelled pursuant to the Merger Agreement.
- (3) Disposed of pursuant to the Merger Agreement in exchange for the right to receive \$9.25 per underlying share of common stock minus the exercise price therefore.

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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