**EMC CORP** Form 4 September 08, 2016

# FORM 4

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Section 16. Form 4 or Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Cashman Denis

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

EMC CORP [EMC]

(Check all applicable)

(Last)

(Middle)

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

Director X\_ Officer (give title

10% Owner \_ Other (specify

EMC CORPORATION, 176 SOUTH 09/06/2016

(First)

(Street)

**STREET** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

below)

Applicable Line)

CFO and CAO

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOPKINTON, MA 01748

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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)		
Common Stock	09/06/2016		Code V M	Amount 105,000 (1)	(D)	Price \$ 19.11	448,667	D		
Common Stock	09/06/2016		F	86,333 (2)	D	\$ 28.77	362,334	D		
Common Stock	09/06/2016		D	100,132	D	\$ 0 (3)	262,202	D		
Common Stock	09/06/2016		F	6,145 (4)	D	\$ 0	256,057	D		
Common Stock	09/06/2016		F	50,304 (5)	D	\$0	205,753	D		

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Common Stock

09/07/2016

D 205,753 D

 $\$ 0 \underline{(6)} 0$ 

D

**SEC 1474** 

(9-02)

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

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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 Derivativ Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of ionDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Stock Option Right T	N 19 1 1	09/06/2016		M		105,000	11/28/2008(7)	11/28/2017	Common Stock	105,0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cashman Denis

Buy

EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748

CFO and CAO

### **Signatures**

/s/Barbara E. Coluci, Attorney In Fact

09/08/2016

\*\*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).
- In connection with the merger (the "Merger") of Universal Acquisition Co. with and into EMC Corporation on September 7, 2016, these (1) shares were acquired pursuant to the automatic net exercise of stock options occurring immediately prior to 11:59 p.m., New York City time on September 6, 2016 (the "Vesting Effective Time").
- (2) Consists of shares withheld by EMC to satisfy the applicable exercise price upon exercise of options and associated tax withholding obligations related to the automatic net exercise of options immediately prior to the Vesting Effective Time described in footnote 1 above.

Reporting Owners 2

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In connection with the Merger, these restricted stock units (the "EMC RSUs") were cancelled in exchange for a deferred cash award (the "Deferred Cash Award") and options (the "Rollover Options") to purchase shares of Class C common stock of Denali Holding Inc. (the "Class C Shares"). Each Deferred Cash Award has a cash value equal to the closing price of a share of EMC common stock on the last trading day prior to the Classing. The Deferred Cash Awards maintain the existing time based vesting schedule that applied to the

- (3) trading day prior to the Closing. The Deferred Cash Awards maintain the existing time-based vesting schedule that applied to the cancelled EMC RSUs, with any performance-vesting condition deemed satisfied at the target level of performance at the Closing. The Rollover Options will be granted as soon as practicable following the closing of the Merger, and will have a three-year term and a per share exercise price equal to the fair market value of a Class C Share on the date of grant. Each Rollover Option will vest and become exercisable on the same schedule as the Deferred Cash Award to which it relates.
- (4) Shares withheld by EMC to satisfy certain taxes payable in connection with the vesting of previously awarded shares of restricted stock.
- (5) Shares withheld by EMC to satisfy certain taxes payable in connection with the vesting of previously awarded restricted stock units.
  - In connection with the Merger, at the effective time of the Merger, each outstanding share of EMC Corporation common stock
- (6) beneficially owned by the reporting person was automatically canceled and converted into the right to receive (i) \$24.05 in cash and (ii) 0.11146 of a share of Class V Common Stock of Dell Technologies Inc. (f/k/a Denali Holding Inc.).
- In connection with the merger (the "Merger") of Universal Acquisition Co. with and into EMC Corporation on September 7, 2016, these stock options were automatically net exercised immediately prior to 11:59 p.m., New York City time on September 6, 2016 (the "Vesting Effective Time").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.