

WATTS GERARD J  
Form 4  
April 09, 2018

**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 \*  
**WATTS GERARD J**

2. Issuer Name and Ticker or Trading Symbol  
**CYANOTECH CORP [CYAN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**73-4460 QUEEN KAAHUMANU HWY #102**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/05/2018**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**COO**

(Street)  
**KAILUA-KONA, HI 96740**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 or Price				
Cyanotech common stock	04/05/2018		M		57	A	\$ 0	57	D
Cyanotech common stock	04/05/2018		F <sup>(1)</sup>		22	D	\$ 5.25	35	D

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. Amount or Number of Shares
Cyanotech common stock options	\$ 4.72					(2) 08/18/2024	Cyanotech common stock	45,000
Restricted stock units	(3)	04/05/2018		M	57	(4) (4)	Cyanotech common stock	57

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

WATTS GERARD J  
73-4460 QUEEN KAAHUMANU HWY #102  
KAILUA-KONA, HI 96740

COO

## Signatures

/s/ Dan Sprague, by Power of Attorney

04/09/2018

\*\*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).

The reporting person is reporting the withholding by the Issuer of 22 shares of common stock that vested on April 5, 2018 pursuant to the

(1) April 5, 2017 RSU grant, but that were not issued in order to satisfy the reporting person's tax withholding obligations in connection with the delivery of the converted common stock to the reporting person as of April 6, 2018.

(2) Mr Watts acquired 45,000 stock options on 8/18/2014, of which 15,000 options became exercisable on 8/18/2015, 15,000 options became exercisable on 8/18/2016, and 15,000 options became exercisable on 8/18/2016.

(3) Each restricted stock unit represents the contingent right to receive one (1) share of Cyanotech common stock.

(4)

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The restricted stock units shall vest as to 57 shares on 4/5/2019 and 56 shares on 4/5/2020, in each case subject to continued service with Cyanotech on the vesting date.

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