

BENINCASA JUSTIN D  
 Form 4  
 November 13, 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 \*  
**BENINCASA JUSTIN D**

(Last) (First) (Middle)

**C/O ATN INTERNATIONAL,  
 INC., 500 CUMMINGS CENTER**

(Street)

**BEVERLY, MA 01915**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ATN International, Inc. [ATNI]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**11/09/2018**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	11/09/2018		M		15,854 A \$ 46.85	65,726	D
Common Stock	11/09/2018		M		16,967 A \$ 32.96	82,693	D
Common Stock	11/09/2018		M		10,000 A \$ 37.36	92,693	D
Common Stock	11/09/2018		F		29,823 (4) D \$ 83.98	62,870	D

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

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(9-02)

**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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 46.85	11/09/2018		M	15,854	<u>(1)</u> 02/11/2020	Common Stock	15,854
Employee Stock Option (right to buy)	\$ 32.96	11/09/2018		M	16,967	<u>(2)</u> 03/15/2022	Common Stock	16,967
Employee Stock Option (right to buy)	\$ 37.36	11/09/2018		M	10,000	<u>(3)</u> 03/22/2022	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENINCASA JUSTIN D C/O ATN INTERNATIONAL, INC. 500 CUMMINGS CENTER BEVERLY, MA 01915			CFO	

## Signatures

/s/ Justin D.  
Benincasa

11/13/2018

\_\_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).
- (1) The stock option vested in four equal annual installments on each of February 11, 2011, 2012, 2013 and 2014.
- (2) The stock option vested in four equal annual installments on each of March 15, 2012, 2013, 2014 and 2015.
- (3) The stock option vested in four equal annual installments on each of March 22, 2013, 2014, 2015 and 2016.
- (4) Represents shares withheld by the Company for payment of exercise price and payment of Mr. Benincasa's tax obligations arising from the exercise of the stock option.

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.