

EMCORE CORP  
Form 4  
October 20, 2016

**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 \*  
**RITTICHER JEFFREY**

(Last) (First) (Middle)  
2015 W. CHESTNUT STREET  
(Street)

ALHAMBRA, CA 91803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**EMCORE CORP [EMKR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/18/2016

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)

Chief Executive Officer

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 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                             |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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|   | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) |     | Date Exercisable | Expiration Date | Title               |
|---|------------------------------|------------------|------------|---------------------------------|-----|------------------|-----------------|---------------------|
|   |                              |                  |            | (A)                             | (D) |                  |                 |                     |
| Performance-Based Restricted Stock Units (PSUs) | (1)                          | 10/18/2016       | A          | 100,000<br>(1)                  |     | (2)              | (2)             | Emcore Common Stock |
| Restricted Stock Units                          | (4)                          | 10/18/2016       | A          | 70,000                          |     | (5)              | (5)             | Emcore Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| RITTICHER JEFFREY<br>2015 W. CHESTNUT STREET<br>ALHAMBRA, CA 91803 |               |           | Chief Executive Officer |       |

## Signatures

/s/ Leila Brown, attorney  
in fact  
Date: 10/20/2016

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).

- Each PSU represents a contingent right to receive one share of EMCORE common stock, based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the Russell Microcap Index, that were set by the Compensation Committee of the Board of Directors. The aggregate number of shares issued may range from zero (0) to 200% of the target number of shares reported in columns 7 and 9 of this report.
- (1) Between zero (0) and 200% of one third of the PSUs will vest, if at all, on each of October 17, 2017, October 17, 2018 and October 17, 2019.
  - (2) The PSUs were awarded to the Reporting Person for no cash or other similar consideration.
  - (3) Each restricted stock unit represents a contingent right to receive one share of EMCORE common stock.
  - (4) Vests in four equal annual installments commencing on October 18, 2017.
  - (5) The restricted stock units were awarded to the Reporting Person for no cash or other similar consideration.

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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