Edgar Filing: RIZAI MATTHEW M - Form 4

Form 4												
September 1										PPROVAL		
FORM	4 UNITED	STATES					GE C	COMMISSION	-	3235-0287		
Check th if no long subject to Section 1	o STATEN	ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 average urs per		
								response	•			
(Print or Type]	Responses)											
1. Name and A RIZAI MA	Address of Reporting TTHEW M	Person <u>*</u>	Symbol		Ticker or T	rading		5. Relationship of Issuer	f Reporting Per	rson(s) to		
(Last)					IVA INC [WK] of Earliest Transaction				(Check all applicable)			
(Month				Month/Day/Year) 9/07/2017				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) Chairman & CEO				
AMES, IA :	(Street) 50010			endment, Da nth/Day/Year	-			6. Individual or Ja Applicable Line) _X_ Form filed by Form filed by M Person	One Reporting P	erson		
(City)	(State)	(Zip)	Tab	le I - Non-D	erivative So	ecuriti	ies Acq	uired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any (Month/D	ned 1 Date, if	3. Transactio Code (Instr. 8)	4. Securitie n(A) or Disp (Instr. 3, 4 a)	(A) or	uired of (D)	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		
Class A Common Stock	09/07/2017			Code V $C(1)$	Amount 173,354	(D) A	Price \$ 0 (1)	173,354	Ι	By charitable remainder trust		
Class A Common Stock	09/07/2017			G	173,354	D	\$ 0	0	I	By charitable remainder trust		
Class A Common Stock								255,514	D			

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Class A			
Common	575,000	Ι	By Trust
Stock			

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 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. Transactio Code (Instr. 8)	orDeriv Secu Acqu Disp	umber of vative urities uired (A) or posed of (D) r. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nurr Shar
Class B Common Stock (2)	<u>(2)</u>	09/07/2017		C <u>(1)</u>		173,354	(2)	<u>(2)</u>	Class A Common Stock	17
Employee Stock Option to Purchase Class A Common Stock (<u>3)</u>	\$ 12.4						02/01/2018 <u>(4)</u>	01/31/2027	Class A Common Stock	20
Employee Stock Option to Purchase Class A Common Stock (3)	\$ 14.74						02/01/2017 <u>(4)</u>	01/31/2026	Class A Common Stock	16
Employee Stock Option to Purchase Class A Common Stock (5)	\$ 15.83						08/12/2015 <u>(6)</u>	08/11/2024	Class A Common Stock	17
	<u>(2)</u>						(2)	(2)		1,2

Class B Common Stock (2)				Class A Common Stock
Class B Common Stock (2)	<u>(2)</u>	(2)	(2)	Class A Common 32 Stock
Class B Common Stock <u>(2)</u>	<u>(2)</u>	(2)	(2)	Class A Common 20 Stock
Class B Common Stock (2)	<u>(2)</u>	<u>(2)</u>	(2)	Class A Common 88 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
RIZAI MATTHEW M 2900 UNIVERSITY BOULEVARD AMES, IA 50010	Х	Х	Chairman & CEO					
Signatures								
/s/ Troy M. Calkins as attorney-in-fac Rizai	09/11/2017							

**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 trust converted 173,354 shares of Class B Common Stock on September 7, 2017.

Each share of Class B Common Stock is convertible, at any time at the election of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) the date

- (2) specified by the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, (ii) any transfer, except for certain "qualified transfers" (as defined in the Issuer's Certificate of Incorporation) or (iii) upon the death of a natural person holding shares of Class B Common Stock (subject to certain exceptions as defined in the Issuer's Certificate of Incorporation).
- (3) Granted pursuant to the 2014 Equity Incentive Plan.
- (4) Vests in three equal annual installments commencing on the first anniversary of the grant date.
- (5) Granted pursuant to 2009 Unit Incentive Plan.
- (6) Vests as to 25% of the shares on the first anniversary of the grant date and as to 6.25% of the shares at the end of each three-month period thereafter.

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.