

Spencer Michael L  
 Form 4  
 March 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 \*  
 Spencer Michael L

2. Issuer Name and Ticker or Trading Symbol  
 Integer Holdings Corp [ITGR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 10000 WEHRLE DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/09/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Ethics & Compliance Of

CLARENCE, NY 14031

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

(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. 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  | (A) or (D)   | Price                             |
| Common Stock                    | 03/09/2018                           |  | A <sup>(1)</sup>               |   | 3,924   | A  | \$ 0                              |
| Common Stock                    | 03/09/2018                           |  | F                              |   | 1,000   | D  | \$ 53.8                           |
|                                 |                                      |  |                                |   |   |  | 5,079                             |
|                                 |                                      |  |                                |   |   |  | 4,079                             |
|                                 |                                      |  |                                |   |   |  | D                                 |
|                                 |                                      |  |                                |   |   |  | D                                 |

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. 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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | \$ 0   | 03/09/2018                           |  | A <sup>(2)</sup>               | 1,782   | <u>(2)</u> / <u>(2)</u>                                  | Common  | 1,782   |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Spencer Michael L<br>10000 WEHRLE DRIVE<br>CLARENCE, NY 14031 |               |           | Chief Ethics & Compliance Of |       |

## Signatures

/s/ Mark Zawodzinski as attorney-in-fact for Michael L. Spencer. 03/13/2018

\_\_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) Represent the portion of a performance-based restricted stock unit ("PRSU") award made on February 6, 2017 that was determined to be earned based on performance for the period ending December 29, 2017. The established performance and service conditions were determined to have been met as of March 9, 2018.

(2) Represent the portion of a PRSU award made on February 6, 2017 that was determined to be earned based on performance for the period ending December 29, 2017. The established performance conditions were determined to have been met as of March 9, 2018. The PRSUs are scheduled to vest in two approximately equal installments on December 28, 2018 and January 3, 2020, provided the reporting person is employed by the Issuer on the vesting date.

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.