

Davidai Eli
Form 5
October 29, 2018

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Davidai Eli

2. Issuer Name and Ticker or Trading Symbol
ARC Group Worldwide, Inc.
[ARCW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2018

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

EROU LANCU NICOLAE, NR 43P

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PIPERA, S5 077191

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Common Stock	02/28/2018	Â	J ⁽¹⁾	125,000 A \$ 2	125,000 ⁽²⁾	I	By Zori Investment Limited ⁽⁵⁾
Restricted Common Stock	04/02/2015	Â	J ⁽¹⁾	50,000 A \$ 5	50,000	I	By Zori Investment Limited

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

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SEC 2270 (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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Stock Option (right to buy)	\$ 2.35	05/14/2018	Â	A ⁽¹⁾	Â	65,000	Â	⁽³⁾	05/14/2025	Common Stock	260,000 ⁽⁴⁾
Stock Option (right to buy)	\$ 1.51	01/15/2016	Â	A ⁽¹⁾	Â	104,500	Â	⁽⁶⁾	01/15/2023	Common Stock	104,500 ⁽⁶⁾
Stock Options (right to buy)	\$ 2.5	08/26/2016	Â	A ⁽¹⁾	Â	27,210	Â	⁽⁸⁾	08/26/2023	Common Stock	27,210 ⁽⁸⁾
Stock Options (right to buy)	\$ 4.4	02/10/2017	Â	A ⁽¹⁾	Â	74,575	Â	⁽¹⁰⁾	02/10/2027	Common Stock	74,575

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davidai Eli EROU LANCU NICOLAE, NR 43P PIPERA, S5 077191	Â	X	Â	Â

Signatures

/s/ Eli Davidai 09/05/2018

**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).

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- (1) This Form 5 is filed in respect of the late filing of Form 3 following the appointment on June 5, 2018 of the reporting person to serve as a director of the issuer. The reporting person late-filed the Form 3 disclosures on Form 4 on June 15, 2018. The reporting person has remediated the Form 3 filing as of even date herewith, setting forth all disclosures required as of June 5, 2018.

- The shares were purchased by Zori Investment Limited ("Zori"), a company controlled by the reporting person, pursuant to the terms and conditions of the Rights Offering Backstop Agreement (the "Backstop Agreement"), in the form of Exhibit 10.1 filed on January 11, 2018 with the U.S. Securities & Exchange Commission under Form S-1/A of the Issuer, Registration Statement 333-221967. The
- (2) Backstop Agreement was executed by the reporting person on behalf of Zori on February 6, 2018. The issuer determined on February 24, 2018 to call for the purchase by Zori of 125,000 shares of Common Stock (the "Backstop Shares") at the purchase price of \$2.00 per share, in accordance with the terms and conditions of the Backstop Agreement. All such Backstop Shares were duly purchased and issued by the Company to Zori on February 28, 2018.

- (3) Twenty-five percent (25%) of such stock options vested in full on the date of grant, May 14, 2018, and the balance of such options shall vest on each anniversary of the date of grant until all such stock options have vested in full. All such stock options shall expire on May 14, 2025, the seventh anniversary of the date of grant. As of the date of this report, 65,000 such stock options exercisable for the purchase of shares of the issuer's common stock were fully vested.

- (4) On May 14, 2018, Mr Davidai was granted 260,000 shares of stock options where twenty-five percent (25%) of the Stock Options granted shall vest upon the date of grant and each anniversary of the date of grant until the Stock Options have vested in full. The Options shall expire on May 14, 2025, the seventh anniversary of the date of grant. As of May 14, 2018, the date of grant, 65,000 options for shares of common stock were fully vested and exercisable.

- (5) The Reporting Person is voluntarily early reporting beneficial ownership of the 260,000 Stock Options and only 25% or 65,000 stock options are vested on the date of grant and 75% will vest equally over the next three years on the anniversary date of the grant until the Stock Options have vested in full.

- (6) Twenty percent (20%) of such stock options vested upon the date of grant and the balance of such options shall vest on each anniversary of the date of grant until the Options have vested in full. The options shall expire on January 15, 2023, the fifth anniversary of the date of grant. As of the date of this report, 62,700 such stock options exercisable for the purchase of shares of the issuer's common stock were fully vested.

- (7) The Reporting Person is voluntarily early reporting beneficial ownership of the 104,500 Stock Options and 60% or 62,700 of stock options have vested since the date of grant and 40% or 41,800 remain unvested. The stock options expire on January 15, 2023.

- (8) The entirety of the 27,210 of stock options granted on August 26, 2016 vested in full on the date of grant. All such stock options will expire on August 26, 2023

- (9) The 27,210 Stock Options vested on the date of grant.

- (10) On February 10, 2017, Mr Davidai was granted 74,575 shares of stock options that will vest on December 31, 2018. The stock options will expire on February 10, 2027.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.