

Lippincott Rod
Form 4
March 09, 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 *
Lippincott Rod

(Last) (First) (Middle)
3760 ROCKY MOUNTAIN AVENUE
(Street)

LOVELAND, CO 80538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HESKA CORP [HKA]

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2018

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)
EVP, Comp. Animal Health Sales

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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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SEC 1474 (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	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 Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 69.77	03/07/2018		A			1,433		<u>(1)</u>	03/06/2028	Common Stock	1,433
Non-Qualified Stock Option (right to buy)	\$ 69.77	03/07/2018		A			8,567		<u>(1)</u>	03/06/2028	Common Stock	8,567
Performance Shares	<u>(2)</u>	03/07/2018		A			1,970		<u>(2)</u>	03/31/2025	Common Stock	1,970

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lippincott Rod 3760 ROCKY MOUNTAIN AVENUE LOVELAND, CO 80538			EVP, Comp. Animal Health Sales	

Signatures

By: Jason A. Napolitano For: Rod Lippincott 03/09/2018

**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 aggregate of these two option awards vests in three approximately equal annual installments beginning on March 7, 2019 and ending on March 7, 2021.

The vesting of each of three approximately equal performance share tranches is contingent on the achievement of certain market-vesting thresholds based on the price per share of Heska's common stock average over a 20-day trailing trading period. The first tranche is to vest at the later of the achievement of \$87.21 per share or the second anniversary of grant date. The second tranche is to vest at the later of the achievement of \$101.17 per share or the third anniversary of grant date. The third tranche is to vest at the later of the achievement of \$122.10 per share or the fourth anniversary of grant date. Any performance shares that do not vest by March 31, 2025 are to be forfeited.

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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