

Bunge Terrence W.
Form 4
December 29, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bunge Terrence W.

2. Issuer Name **and** Ticker or Trading
Symbol
MGC DIAGNOSTICS Corp
[MGCD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2017

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

P. O. BOX 46120

(Street)

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

EDEN PRAIRIE, MN 55344

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/28/2017		U		99,154	D	\$ 11.03
					0		

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

**Persons who respond to the collection of
information contained in this form are not
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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)

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (Right-to-Buy)	\$ 7.52	12/28/2017		D	20,000	(1) (1)	Common Stock	20,000
Stock Option (Right-to-Buy)	\$ 6.77	12/28/2017		D	33,333	(2) (2)	Common Stock	33,333
Restricted Stock Grants	\$ 8.91	12/28/2017		D	3,591	(3) (3)	Common Stock	3,591

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bunge Terrence W. P. O. BOX 46120 EDEN PRAIRIE, MN 55344		X		

Signatures

Suzette McNally, Attorney-in-Fact for Terrence W.
Bunge

12/29/2017

__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).

This option, which provided for vesting in three equal installments beginning December 15, 2017 and ending December 15, 2019 was
(1) cancelled in connection with the merger agreement between issuer, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payout of \$70,200.

(2) This option vested fully on February 2, 2016 and was cancelled in connection with the merger agreement between issuer, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payout of \$141,999.

The restricted stock was to vest on the earlier of March 22, 2018 or the date of the company's 2018 Annual Meeting of Shareholders. It
(3) was cancelled pursuant to the merger agreement between issuer, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payout of \$39,609.

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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