

LIFEWAY FOODS INC
Form 5
February 14, 2017

FORM 5

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).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
SMOLYANSKY JULIE

(Last) (First) (Middle)

C/O LIFEWAY FOODS,
INC., 6431 OAKTON STREET

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
LIFEWAY FOODS INC [LWAY]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

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)
President and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

MORTON GROVE, IL 60053

☒ 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)
Common Stock, no par value	Â	Â	Â	Â	Â	Â	499,262	D	Â
Common Stock, no par value	12/30/2016	Â	G	1,200	A	\$ 0	16,920	I	See Footnote (1)
Common Stock, no par value	Â	Â	Â	Â	Â	Â	2,886	I	See Footnote (2)

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Common Stock, no par value	Â	Â	Â	Â	Â	Â	500,000	I	See Footnote (3)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(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 (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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Shares	\$ 0	11/17/2016	Â	J4 ⁽⁴⁾	Â 9,407	08/17/2017 08/17/2017	Common Stock 9,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMOLYANSKY JULIE C/O LIFEWAY FOODS, INC. 6431 OAKTON STREET MORTON GROVE, IL 60053	Â X	Â	Â President and CEO	Â

Signatures

/s/ Julie
Smolyansky 02/14/2017

 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) Held for the benefit of minor children.
- (2) Held by the Reporting Person's spouse.
- (3) The reporting person is the beneficial owner of 50% of Smolyansky Family Holdings, LLC and disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

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- The grant of Performance Shares, which provided for vesting on August 17, 2017, was cancelled and extinguished pursuant to resolutions
- (4) adopted by the Board of Directors' Compensation Committee in exchange for a cash payment in the amount of the original value of the performance share award.

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.