CHANG PETER L

Form 4

February 26, 2019

FORM 4

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

OMB Number: 3235-0287

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OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Add CHANG PET	*	rting Person *	2. Issuer Name and Ticker or Trading Symbol NOVANTA INC [NOVT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
C/O NOVANTA INC., 125 MIDDLESEX TURNPIKE			(Month/Day/Year) 02/21/2019	Director 10% Owner _X_ Officer (give title Other (specify below) CAO-Corporate Controller			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BEDFORD, M	ИА 01730		Filed(Month/Day/Year)	Applicable Line) _X_ 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Ownership Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	02/22/2019		M	928	A	\$ 78.58	37,060	D			
Common Stock	02/22/2019		F	462	D	\$ 78.58	36,598	D			
Common Stock	02/25/2019		S <u>(1)</u>	10,000	D	\$ 80	26,598	D			
Common Stock	02/25/2019		M	3,636	A	\$ 78.96	30,234	D			
Common Stock	02/25/2019		F	1,618	D	\$ 78.96	28,616	D			

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2)	<u>(2)</u>	02/22/2019		M		928	(2)(3)	(2)(3)	Common Stock	928
Restricted Stock Units (2)	<u>(2)</u>	02/25/2019		M		3,636	(2)(4)	(2)(4)	Common Stock	3,636
Restricted Stock Units (2)	<u>(2)</u>	02/21/2019		A	2,588		(2)(5)	(2)(5)	Common Stock	2,588

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHANG PETER L C/O NOVANTA INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730

CAO-Corporate Controller

Signatures

/s/ Joanna Tow, Attorney-In-Fact 02/26/2019

**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).

Reporting Owners 2

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- (1) The sale reported in this Form 4 was effected pursuant to a pre-established Rule 10b5-1 trading plan adopted by the reporting person on December 6, 2018.
- (2) Each Restricted Stock Unit represents the right to receive one Novanta Inc. common share upon vesting of such Restricted Stock Unit.
- (3) The Restricted Stock Units vest in three equal annual installments on February 22, 2019, February 22, 2020 and February 22, 2021.
- (4) The Restricted Stock Units vest in three equal annual installments on February 24, 2017, February 24, 2018 and February 24, 2019.
- (5) The Restricted Stock Units vest in three equal annual installments on February 21, 2020, February 21, 2021 and February 21, 2022.

Remarks:

Power of Attorney on file

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.