

ELECTRONICS FOR IMAGING INC

Form 4

February 06, 2015

# 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 \*  
OLIN MARC D

2. Issuer Name and Ticker or Trading Symbol  
ELECTRONICS FOR IMAGING INC [EFII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6750 DUMBARTON CIRCLE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/04/2015

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
See Remarks

FREMONT, CA 94555

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

(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 (Instr. 4)
				(A) or (D) Price			
Common Stock	01/30/2015		A <sup>(1)</sup>	V 471 A \$ 32.852	50,958	D	
Common Stock	02/04/2015		M	3,256 A 2	54,214	D	
Common Stock	02/04/2015		M	3,390 A 2	57,604	D	
Common Stock	02/04/2015		F	2,209 <sup>(3)</sup> D \$ 38.64	55,395	D	
Common Stock	02/04/2015		A <sup>(4)</sup>	2,313 A \$ 0	57,708	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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(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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Unit (RSU)	(5)	02/04/2015		M	3,256	(6) 02/04/2015	Common Stock	8,322
RSU	(5)	02/04/2015		M	3,290	(7) 02/04/2015	Common Stock	8,322
RSU	(5)	02/04/2015		A V	5,614	(8) (9)	Common Stock	16,844
RSU	(5)	02/04/2015		A V	5,614	(10) (9)	Common Stock	16,844

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLIN MARC D 6750 DUMBARTON CIRCLE FREMONT, CA 94555			See Remarks	

## Signatures

/s/ Marc Olin 02/06/2015  
 \*\*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 reporting person is voluntarily reporting the acquisition of shares of common stock of Electronics For Imaging, Inc. (the "Company") pursuant to the Company's Amended and Restated 2000 Employee Stock Purchase Plan. This transaction is also exempt

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under Rule 16b-3(c).

- (2) Upon vesting, each restricted stock unit was converted into one share of the Company's common stock.
- (3) Represents shares of common stock withheld by the issuer for tax purposes upon vesting of RSUs. This transaction is exempt under Rule 16b-3(e).

Represents payment of a performance-based award granted on January 24, 2014 that vested based on the Company's achievement of specified revenue and non-GAAP operating income goals for the year ending December 31, 2015 that exceeded the Company's operating plan. The terms of the award provided for payment in cash. However, the reporting person requested, and the Compensation Committee of the Company's Board of Directors (the "Committee") approved, that the award would instead be paid in the form of RSUs of equivalent value, with each such RSU to vest on February 11, 2015 and be payable in a share of issuer common stock, subject to the reporting person's continued employment.
- (4) Each RSU represents a contingent right to receive one share of the Company's common stock.

This is a performance-based award granted on January 24, 2014. This RSU award vested on the date on which the Committee calculated, reviewed and approved the Company's performance for the year ended December 31, 2014, based on the Company's achievement of the target revenue for such year. Vesting of the award was subject to the reporting person's continued employment with the Company through the vesting date.
- (5) This is a performance-based award granted on January 24, 2014. This RSU award vested on the date on which the Committee calculated, reviewed and approved the Company's performance for the year ended December 31, 2014, based on the Company's achievement of non-GAAP operating income targets for such year. Vesting of the award was subject to the reporting person's continued employment with the Company through the vesting date.
- (6) This is a performance-based award granted on February 4, 2015. This RSU award will vest, if and to the extent that the Company achieves specified revenue goals for the year ending December 31, 2015, on the later of February 4, 2016 or the date on which the Committee calculates, reviews and approves the Company's performance for the year ending December 31, 2015. Vesting of the award is subject to the reporting person's continued employment with the Company through the vesting date.
- (7) This award will expire on the later of February 4, 2016 or the date on which the Committee calculates, reviews and approves the Company's performance for the year ending December 31, 2015.
- (8) This is a performance-based award granted on February 4, 2015. This RSU award will vest, if and to the extent that the Company achieves specified non-GAAP operating income goals for the year ending December 31, 2015, on the later of February 4, 2016 or the date on which the Committee calculates, reviews and approves the Company's performance for the year ending December 31, 2015. Vesting of the award is subject to the reporting person's continued employment with the Company through the vesting date.
- (9) This is a performance-based award granted on February 4, 2015. This RSU award will vest, if and to the extent that the Company achieves specified non-GAAP operating income goals for the year ending December 31, 2015, on the later of February 4, 2016 or the date on which the Committee calculates, reviews and approves the Company's performance for the year ending December 31, 2015. Vesting of the award is subject to the reporting person's continued employment with the Company through the vesting date.
- (10)

### Remarks:

Chief Operating Officer & Interim Chief Financial Officer

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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