

Patriacca Todd
 Form 4
 October 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Patriacca Todd

2. Issuer Name and Ticker or Trading Symbol
 Altra Industrial Motion Corp.
 [AIMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/16/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Finance & Corp Controller

C/O ALTRA INDUSTRIAL MOTION CORP., 300 GRANITE STREET SUITE 201

(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

BRAINTREE, MA 02184

(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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock, par value, \$0.001 | 10/16/2018 | | A | | 1,536 <u>(1)</u> | A | \$ 39.4 | 23,001 | D |
| Common Stock, par value, \$0.001 | 10/16/2018 | | A | | 645 <u>(2)</u> | A | \$ 39.4 | 23,646 | D |
| Common Stock, par | 10/16/2018 | | A | | 1,513 <u>(3)</u> | A | \$ 39.4 | 25,159 | D |

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("TSR") against the TSR of a peer group of companies over the period from January 1, 2016 to September 30, 2018. The Restricted Common Stock is subject to forfeiture until February 15, 2019.

- Represents performance shares (and related accrued dividend equivalents) that were converted on October 16, 2018 into restricted common stock, par value \$0.001 ("Restricted Common Stock"), upon the Compensation Committee's determination that certain performance goals had been met. The recent transaction between the Company and Fortive Corporation, which closed on October 1, 2018, constituted a "change in control" with respect to the performance shares resulting in the conversion of such performance shares into Restricted Common Stock based on the level of achievement of performance goals that measured the Company's total shareholder return ("TSR") against the TSR of a peer group of companies over the period from January 1, 2017 to September 30, 2018. The Restricted Common Stock is subject to forfeiture until February 23, 2020.
- (2)

- Represents performance shares (and related accrued dividend equivalents) that were converted on October 16, 2018 into restricted common stock, par value \$0.001 ("Restricted Common Stock"), upon the Compensation Committee's determination that certain performance goals had been met. The recent transaction between the Company and Fortive Corporation, which closed on October 1, 2018, constituted a "change in control" with respect to the performance shares resulting in the conversion of such performance shares into Restricted Common Stock based on the level of achievement of performance goals that measured the Company's return on invested capital over the period from January 1, 2018 to September 30, 2018. The Restricted Common Stock is subject to forfeiture until February 15, 2021.
- (3)

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.