

WELTON MARK

Form 4

March 11, 2019

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 *
WELTON MARK

(Last) (First) (Middle)

**2525 SPEAKMAN DRIVE, C/O
IMAX CORPORATION**

(Street)

MISSISSAUGA, A6 L5K 1B1

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IMAX CORP [IMAX]

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

03/07/2019

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, IMAX Theatres

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
common shares (opening balance)				(A) or (D)			
			Code	V	Amount		Price
common shares (opening balance)					13,366	D	
common shares	03/07/2019		M	4,415 (1)	A \$ 0	17,781	D
common shares	03/07/2019		M	4,334 (1)	A \$ 0	22,115	D
common shares	03/07/2019		M	7,194 (1)	A \$ 0	29,309	D
	03/08/2019		S		D	20,670	D

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common 8,639 \$
shares (2) 22.4313

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
restricted share units ⁽³⁾	\$ 0 ⁽⁴⁾	03/07/2019		M			4,415 ⁽¹⁾	⁽⁵⁾	⁽⁵⁾	common shares	4,415
restricted share units ⁽³⁾	\$ 0 ⁽⁴⁾	03/07/2019		M			4,334 ⁽¹⁾	⁽⁵⁾	⁽⁵⁾	common shares	4,334
restricted share units ⁽³⁾	\$ 0 ⁽⁴⁾	03/07/2019		M			7,194 ⁽¹⁾	⁽⁵⁾	⁽⁵⁾	common shares	7,194
stock options (to buy)	\$ 22.49	03/07/2019		A		49,504		⁽⁷⁾	03/07/2026	common shares	49,504
restricted share units ⁽³⁾	\$ 0 ⁽⁴⁾	03/07/2019		A		46,687		⁽⁸⁾	⁽⁸⁾	common shares	46,687

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WELTON MARK 2525 SPEAKMAN DRIVE C/O IMAX CORPORATION MISSISSAUGA, A6 L5K 1B1	President, IMAX Theatres

Signatures

Mark Welton

03/08/2019

**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).

- (1) Represents the conversion upon vesting of restricted share units into common shares.
- (2) Mr. Welton is reporting the sale of common shares to satisfy the tax withholding obligations in connection with the delivery of common shares upon conversion of the restricted share unit
- (3) Each restricted share unit represents a contingent right to receive one common share of IMAX Corporation.
- (4) Each restricted share unit is the economic equivalent of one common share of IMAX Corporation.
The restricted share units vest and will be converted to common shares in four installments: 20% of the initial grant on the first anniversary of the grant date, 25% of the initial grant on each of the second and third anniversaries of the grant date and 30% of the initial grant on December 1 of the third year after the grant date.
- (5) This represents the number of restricted share units or stock options for this transaction only. Mr. Welton's aggregate remaining outstanding option, restricted share unit and common share balances following these transactions will be 220,358; 90,295 and 20,670 respectively.
- (6) The stock options will become exercisable in 4 installments: 9,900 on March 7, 2020; 12,376 on each of March 7, 2021 and March 7, 2022 and 14,852 on March 7, 2023.
- (7) The restricted share units vest and will be converted to common shares in four installments 9,337 on March 7, 2020; 11,671 on each of March 7, 2021 and March 7, 2022 and 14,008 on December 1, 2022.
- (8)

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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