

UNS Energy Corp  
Form 4  
August 19, 2014

**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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Marino Frank P

(Last) (First) (Middle)

88 E. BROADWAY  
BLVD., HQE910

(Street)

TUCSON, AZ 85701

(City) (State) (Zip)

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

UNS Energy Corp [UNS]

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

08/15/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Vice President and Controller

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/15/2014                              |                                                             | D                                    | 72.943                                                              | D 60.25 0                                                                                                          | I                                                                    | By 401(k)<br>Plan                                                 |
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                    | Price<br>\$<br>(1)                                                                                                 |                                                                      |                                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: UNS Energy Corp - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount or<br>Number of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------|
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(3)</sup>                                                | 08/15/2014                              |                                                             | D                                    | 480.3661<br><sup>(4)</sup>                                                                                | <sup>(1)</sup><br><sup>(1)</sup>                               | Common<br>Stock                                                     | 480.3661                         |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(3)</sup>                                                | 08/15/2014                              |                                                             | D                                    | 306.7828<br><sup>(4)</sup>                                                                                | <sup>(1)</sup><br><sup>(1)</sup>                               | Common<br>Stock                                                     | 306.7828                         |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                    |
|----------------------------------------------------------------------|----------------------------------|
|                                                                      | Director 10% Owner Officer Other |
| Marino Frank P<br>88 E. BROADWAY BLVD.<br>HQE910<br>TUCSON, AZ 85701 | Vice President and Controller    |

## Signatures

Diana K. Durako, Attorney  
in Fact 08/19/2014

\_\_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) On August 15, 2014, FortisUS Inc., a Delaware corporation, acquired the issuer pursuant to that certain merger agreement between issuer, FortisUS Inc., Color Acquisition Sub Inc., an Arizona corporation and wholly owned subsidiary of FortisUS Inc., and solely for purposes of Section 5.5(c) and 8.15, Fortis Inc., a corporation incorporated under the Corporations Act of Newfoundland and Labrador, dated as of December 11, 2013 (the "Merger"). At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$60.25 in cash. In addition, the restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 per share, payable without interest and less any required withholding taxes.
- (2) The restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 per share, payable without interest and less any required withholding taxes.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of UNS Energy Corporation common stock.
- (4) The reported number of derivative securities disposed of includes shares acquired by reinvesting dividends in unreported transactions pursuant to the Company's dividend reinvestment program.

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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