SEC Form 4

**FORM 4**

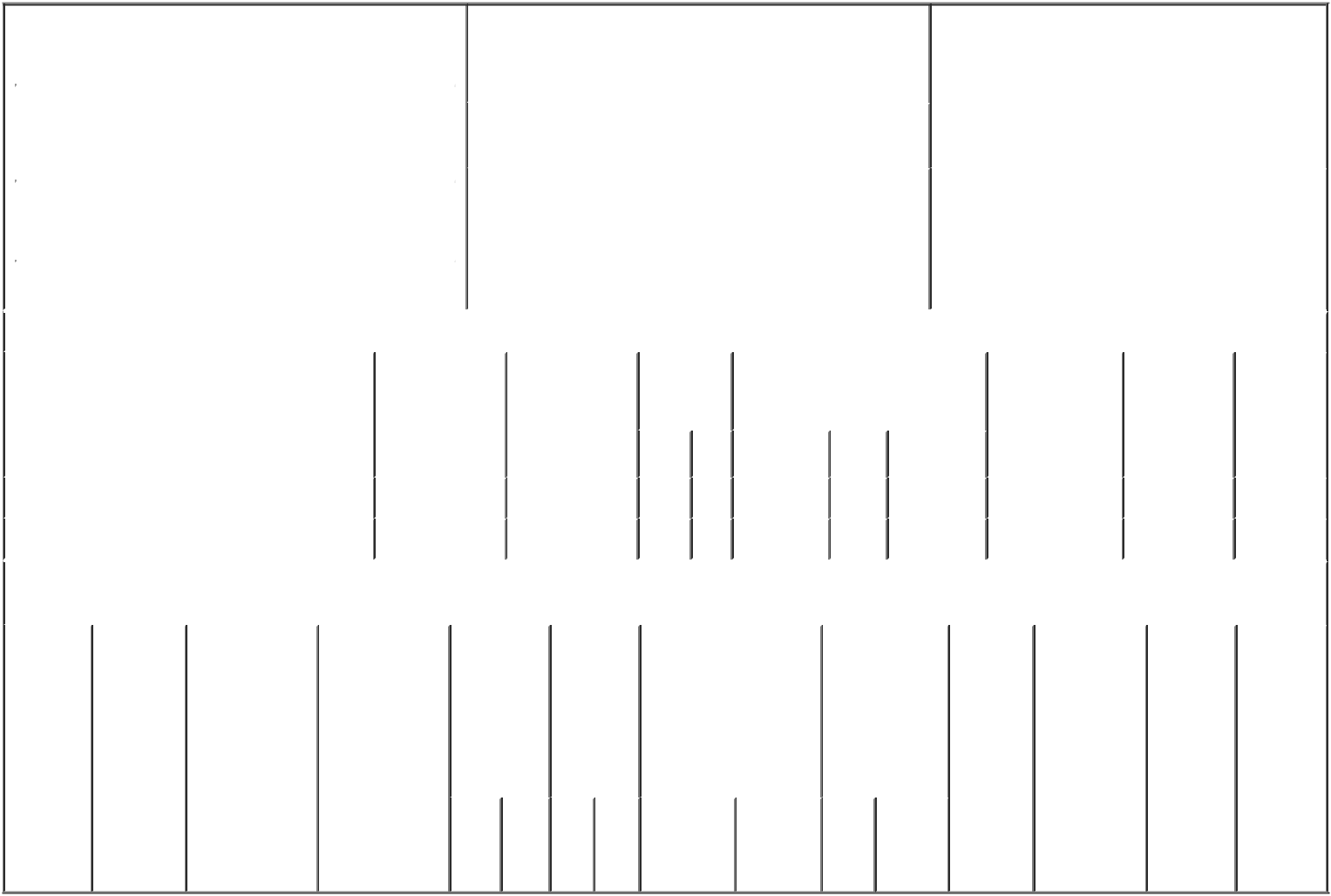
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* | | | | | | |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | |  |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |  |
|  |  | [ROCHE KEVIN H](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001024356) | | | |  |  |  |  | [TACTILE SYSTEMS TECHNOLOGY](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001027838) | | | | | | | |  |  | (Check all applicable) | | | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Director | | 10% Owner | | |  |
|  |  |  |  |  |  | [INC [ TCMD ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001027838) | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | | Other (specify | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) | (First) | | | (Middle) | |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | |  |  |  |  |  |  | below) | | below) |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 1331 TYLER STREET NE, SUITE 200 | | | | | | 03/02/2017 | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | |  | | | | |  |  |  |  |  | | | | |  |  |
|  |  |  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |
|  |  | MINNEAPOLIS MN | | | | 55413 |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | |  |
|  |  | (City) | (State) | | | (Zip) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | |  | |  |  | |  | | | | |  | |  | |  | | |  |  |  |  |
|  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |
|  |  |  | | |  |  |  | | |  |  |  | |  |  | |  | | |  |  |  | |  |  |  |  |
|  | **1. Title of Security (Instr. 3)** | | | | | **2. Transaction** | | | | | **2A. Deemed** | | | **3.** | **4. Securities Acquired (A) or** | | | | |  |  | **5. Amount of** | | **6. Ownership** | **7. Nature** | |  |
|  |  |  |  |  |  | **Date** | |  |  |  | **Execution Date,** | | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | | | | **Securities** | | **Form: Direct** | **of Indirect** | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** | |  | **Code (Instr.** |  |  |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | **Beneficial** | |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | | **8)** |  |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | **Ownership** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | |  | **(Instr. 4)** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | | **Price** | |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** | |  |  | **(Instr. 3 and 4)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | |  |  |  |  | | |  |  |  |  |  |  |  |  |  | | |  |  | |  |  |  |  |
|  | Common Stock | | |  |  | 03/02/2017 | | | | |  |  |  | S | 5,692 | D | | $19.384(1) | | | | 198,782 | | D |  |  |  |
|  | Common Stock | | |  |  | 03/03/2017 | | | | |  |  |  | S | 19,308 | D | | $18.974(2) | | | | 179,474 | | D |  |  |  |
|  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | |  |  |  |  |  |
|  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | |  |  |  |  |  | |  |  | | |  |  | |  |  |  |  |  |
|  | **1. Title of** | | **2.** | **3. Transaction** | | **3A. Deemed** | | **4.** | |  |  |  | **5. Number** | **6. Date Exercisable and** | | **7. Title and** | | | |  | **8. Price of** | | **9. Number of** | **10.** | **11. Nature** | |  |
|  | **Derivative** | | **Conversion** | **Date** | | **Execution Date,** | | **Transaction** | | | | | **of** | **Expiration Date** | | **Amount of** | | | |  | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | | **if any** | | **Code (Instr.** | | | | | **Derivative** | **(Month/Day/Year)** | | **Securities** | | | |  | **Security** | | **Securities** | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | | **Price of** |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  | **Securities** |  |  | **Underlying** | | | |  | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | |  |
|  |  |  | **Derivative** |  |  |  |  |  |  |  |  |  | **Acquired** |  |  | **Derivative** | | | |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  |  | **(A) or** |  |  | **Security (Instr. 3** | | | | | |  | **Following** | **(I) (Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  | **and 4)** | |  |  |  |  |  | **Reported** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  |  | **of** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code** | | | **V** | | **(A) (D)** | **Exercisable** | **Date** | **Title** | | **Shares** | |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Reflects the weighted average price of 5,692 shares of common stock of Tactile Systems Technology, Inc. sold by the reporting person in multiple transactions on March 2, 2017 with sale prices ranging from $19.30 to $19.58 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
2. Reflects the weighted average price of 19,308 shares of common stock of Tactile Systems Technology, Inc. sold by the reporting person in multiple transactions on March 3, 2017 with sale prices ranging from $18.95 to $19.23 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Jonathan R. Zimmerman, | | | 03/06/2017 | |  |
| Attorney-in-Fact | |  |  |
|  |  |  |
|  |  | |  |  |  |
| \*\* Signature of Reporting Person | | | Date | |  |

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**