SEC Form 4

**FORM 4**

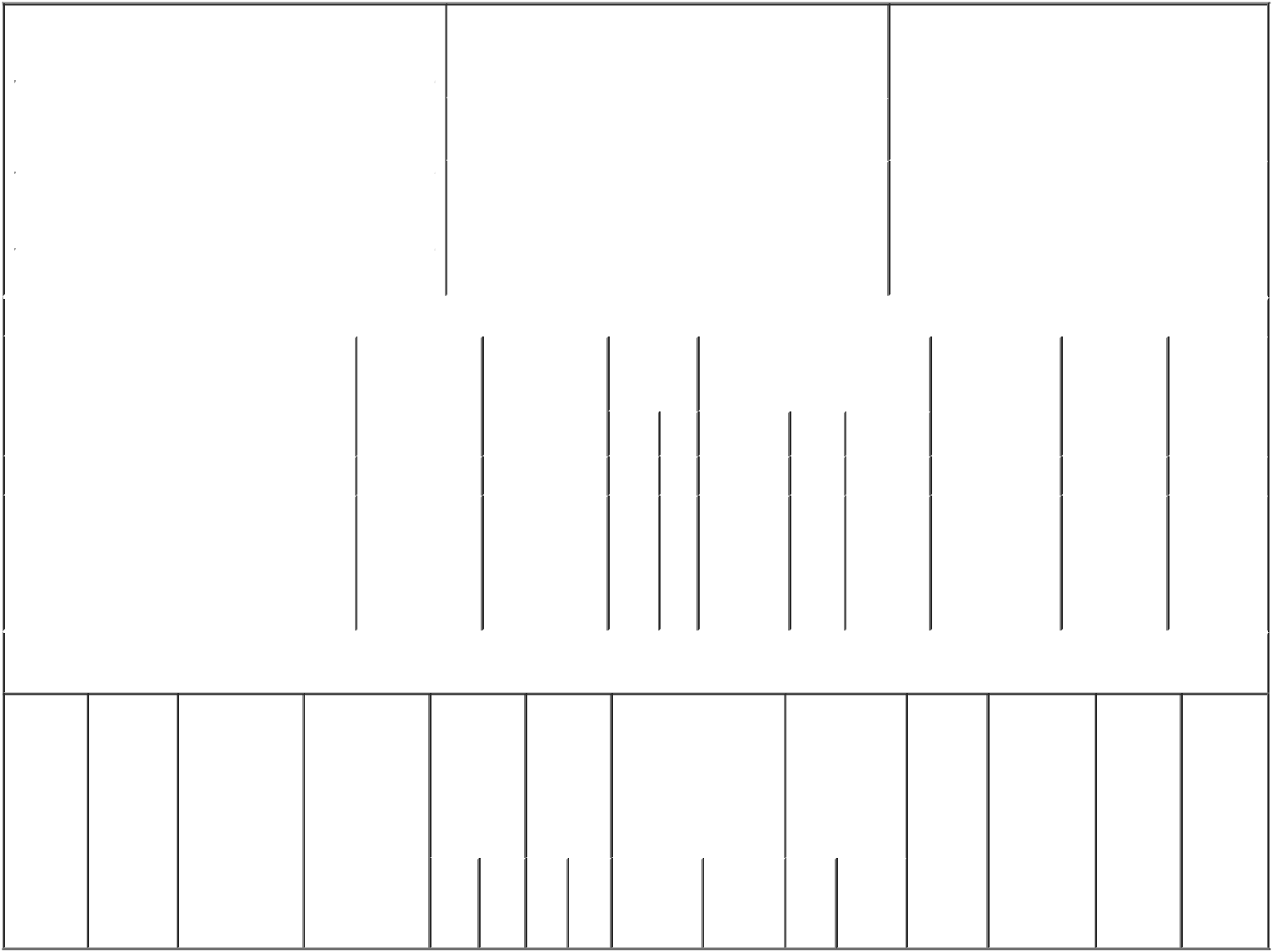
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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 | | | | | |  |
|  |  | [SODERBERG PETER H](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001192977) | | |  |  |  | [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 | | | | 09/28/2018 | | | | |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | |  | | | |  |  |  | | | |  |  |
|  |  |  |  |  |  |  |  | 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 of** | |  |
|  |  |  |  |  | **Date** |  |  |  | **Execution Date,** | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | | **Securities** | **Form: Direct** | **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 | |  |  | 09/28/2018 | | | |  |  | A | 140(1) | A | $71.05(1) | |  | 9,286 | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Worthy | |  |
|  | Common Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 236,450 | I | Venture | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Resources, | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | LLC(2) | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**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. On September 28, 2018, the reporting person was granted 140 restricted stock units ("RSUs") in lieu of cash compensation of $10,000.00 pursuant to Tactile Systems Technology, Inc.'s Non-Employee Director Compensation Policy. The RSUs are 100% immediately vested and will be settled in Company's common stock upon the earlier of Mr. Soderberg's separation from service from the Company's Board of Directors or a Change in Control as defined in the Plan.
2. Represents securities held by Worthy Venture Resources, LLC. The reporting person is the manager of Worthy Venture Resources, LLC.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Jonathan R. Zimmerman, | | | 10/02/2018 | |  |
| 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.**