SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Mattys Gerald R. (Last) (First) (Middle)		*	2. Issuer Name and Ticker or Trading Symbol <u>TACTILE SYSTEMS TECHNOLOGY INC</u> [TCMD]		tionship of Reporting Person all applicable) Director Officer (give title	s) to Issuer 10% Owner Other (specify
		()	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2017	А	below) Chief Executive O	below) fficer
(Street) MINNEAPOLIS (City)	MN (State)	55413 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (C Form filed by One Reporti Form filed by More than O Person	ng 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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	05/19/2017		М		20,000	A	\$0.51	332,400 ⁽¹⁾	D	
Common Stock	05/19/2017		S ⁽²⁾		6,685	D	\$23.2834 ⁽³⁾	325,715	D	
Common Stock	05/19/2017		S ⁽²⁾		8,056	D	\$24.0298(4)	317,659	D	
Common Stock	05/19/2017		S ⁽²⁾		5,259	D	\$24.8575(5)	312,400	D	

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$0.51	05/19/2017		М			20,000	(6)	02/26/2018	Common Stock	20,000	\$0	118,294	D	

Explanation of Responses:

1. Includes 5,000 shares acquired on May 15, 2017 pursuant to the issuer's employee stock purchase plan.

2. Sales effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 13, 2017.

3. Reflects the weighted average price of 6,685 shares of common stock of Tactile Systems Technology, Inc. sold by the reporting person in multiple transactions on May 19, 2017 with sale prices ranging from \$22.56 to \$23.56 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.

4. Reflects the weighted average price of 8,056 shares of common stock of Tactile Systems Technology, Inc. sold by the reporting person in multiple transactions on May 19, 2017 with sale prices ranging from \$23.57 to \$24.51 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.

5. Reflects the weighted average price of 5,259 shares of common stock of Tactile Systems Technology, Inc. sold by the reporting person in multiple transactions on May 19, 2017 with sale prices ranging from \$24.59 to \$25.02 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.

6. Fully vested.

/s/ Jonathan R. Zimmerman,

Attorney-in-Fact

05/23/2017

** 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.

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