

ROSENBLATT SIDNEY D
Form 4
March 05, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENBLATT SIDNEY D

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL DISPLAY CORP \PA\
[OLED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP and CFO

C/O UNIVERSAL DISPLAY CORPORATION, 375 PHILLIPS BLVD.

(Street)

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

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

EWING, NJ 08618

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 03/01/2019 | | F | | 925 ⁽¹⁾ D \$ 152.38 | 242,461 | D |
| Common Stock | 03/05/2019 | | A | | 4,899 ⁽²⁾ A \$ 0 | 247,360 | D |
| Common Stock | 03/05/2019 | | F | | 2,078 ⁽³⁾ D \$ 153.07 | 245,282 | D |
| Common Stock | 03/05/2019 | | A | | 2,493 ⁽⁴⁾ A \$ 0 | 247,775 | D |
| | | | | | | 69,938 | I |

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| | | | | | | | |
|--------------|--|--|--|-----------------------|---|--|-----------------------------------|
| Common Stock | | | | | | | By Grantor Retained Annuity Trust |
| Common Stock | | | | 50,356 ⁽⁵⁾ | I | | By Family Limited Partnership |
| Common Stock | | | | 23,000 ⁽⁶⁾ | I | | By Spouse |

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 required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSENBLATT SIDNEY D C/O UNIVERSAL DISPLAY CORPORATION 375 PHILLIPS BLVD. EWING, NJ 08618 | X | | EVP and CFO | |

Signatures

/s/ Sidney. D. Rosenblatt
03/05/2019
Date

Signature of Reporting
Person

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) These shares were withheld to satisfy a tax liability in connection with the vesting on March 1, 2019 of 2,177 shares of restricted stock previously granted to Mr. Rosenblatt.

These shares were granted to Mr. Rosenblatt as performance units under the Company's Long Term Incentive Plan as part of his 2016 compensation and vested subject to the satisfaction of certain performance conditions, which our Compensation Committee certified on March 5, 2019 as having occurred.
- (2) These shares were withheld to satisfy a tax liability in connection with the vesting on March 5, 2019 of 4,899 shares of restricted stock previously granted to Mr. Rosenblatt.
- (3) These units were granted to Mr. Rosenblatt under the Company's Long Term Incentive Plan as part of his 2019 compensation and are subject to a time-based restriction, with one-third of the total unit amount vesting on each of March 5, 2020, 2021, and 2022.
- (4) These shares are held by the Rosenblatt Family Limited Partnership, a limited partnership of which Mr. Rosenblatt is the sole general partner and he and his children are the sole limited partners.
- (5) These shares are held by Mr. Rosenblatt's spouse and are being reported as beneficially owned by him.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.