

KEWAUNEE SCIENTIFIC CORP /DE/  
Form 4  
September 30, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Smith Keith D

2. Issuer Name and Ticker or Trading Symbol  
KEWAUNEE SCIENTIFIC CORP /DE/ [KEQU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2700 WEST FRONT STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/28/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP - Manufacturing

STATESVILLE, NC 28677-2927  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock <sup>(1)</sup>	09/28/2015		M		1,250 A \$ 10.64	10,414	D
Common Stock <sup>(1)</sup>	09/28/2015		M		2,000 A \$ 8.59	12,414	D
Common Stock <sup>(1)</sup>	09/28/2015		M		2,000 A \$ 15.85	14,414	D
Common Stock <sup>(1)</sup>	09/28/2015		M		2,000 A \$ 11.78	16,414	D
Common Stock	09/28/2015		F		5,269 D \$ 16.27	11,145	D

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

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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)

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. Amount or Number of Shares
Option to Buy	\$ 10.64	09/28/2015		M	1,250	08/25/2014 08/25/2020	Common Stock	1,250
Option to Buy	\$ 8.59	09/28/2015		M	2,000	08/24/2015 08/24/2021	Common Stock	2,000
Option to Buy	\$ 11.78	09/28/2015		M	2,000	08/22/2015 08/22/2022	Common Stock	2,000
Option to Buy	\$ 15.85	09/28/2015		M	2,000	08/28/2015 08/28/2023	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Keith D 2700 WEST FRONT STREET STATESVILLE, NC 28677-2927			VP - Manufacturing	

## Signatures

/s/ D. Michael Parker,  
Attorney-in-fact

09/29/2015

\_\_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).

Consideration for the exercise of the underlying option to buy was paid through a "net exercise" by directing the company to retain as payment for the total exercise cost a sufficient number of shares of Common Stock that would have been otherwise received upon this exercise as reported below on this Form 4 report.

(1) Employee stock option granted under Employee Stock Option plan under Rule 16b-3.

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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\$ (2.00

)

\$ 0.13

\$ (1.87

)

Weighted average common and common equivalent shares outstanding:

Basic 57,137

57,137

Diluted

57,137

57,137

Cash dividends declared per common share

\$

0.24

\$

0.24

Explanation of Responses:

4



**REGIS CORPORATION**

**NOTES TO THE PRO FORMA FINANCIAL STATEMENTS**

- (a) Cash proceeds and elimination of investment based on 80 million purchase price (\$101.3 million at June 30, 2012 based on a Euro to USD spot rate of 1.2663).
- (b) Elimination of equity put option that automatically terminated upon closing of the Provalliance sale. The impact of this adjustment is not included in the pro forma consolidated statement of operations, as it is a material non-recurring adjustment directly attributable to the sale transaction.
- (c) Recognition of cumulative translation gain associated with European salon operations as Regis has substantially liquidated its investment in foreign entities denominated in the Euro. The impact of this adjustment is not included in the pro forma consolidated statement of operations, as it is a material non-recurring adjustment directly attributable to the sale transaction.
- (d) Elimination of net Provalliance impact on Regis consolidated statement of operations for the twelve months ended June 30, 2012. The \$7.4 million adjustment consists of \$9.8 million of Regis share of Provalliance income, a \$37.4 million other than temporary impairment charge related to our investment in Provalliance and the \$20.2 million gain associated with the decrease in fair value of the equity put option included in Regis consolidated statement of operations for the twelve months ended June 30, 2012.

(d) Exhibits.

**EXHIBIT  
NUMBER**

99 Regis Corporation News Release dated October 2, 2012

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGIS CORPORATION

Dated: October 3, 2012

By:

/s/ Eric Bakken

Name: Eric Bakken, Title: Secretary

EXHIBIT INDEX

**EXHIBIT  
NUMBER**

99 Regis Corporation News Release dated October 2, 2012