

CLARK HOWARD LONGSTRETH JR
 Form 4
 February 06, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
CLARK HOWARD LONGSTRETH JR

(Last) (First) (Middle)
 7 CLYDE ROAD
 (Street)
 SOMERSET, NJ 08873

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MTBC, Inc. [MTBC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/02/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (D) | Price |
| Common Stock | 02/02/2019 | | M | | 4,250 | A | \$ 0 (1) |
| Common Stock | 02/02/2019 | | J ⁽³⁾ | | 850 | D | \$ 0 (3) |
| Common Stock | 02/04/2019 | | M | | 12,500 | A | \$ 0 (2) |
| Common Stock | 02/04/2019 | | J ⁽⁴⁾ | | 2,500 | D | \$ 0 (4) |

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

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SEC 1474
 (9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 ⁽¹⁾ | 02/02/2019 | | M | 4,250 | ⁽¹⁾ ⁽¹⁾ | Common Stock | 4,250 |
| Restricted Stock Unit | \$ 0 ⁽²⁾ | 02/04/2019 | | M | 12,500 | ⁽²⁾ ⁽²⁾ | Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARK HOWARD LONGSTRETH JR 7 CLYDE ROAD SOMERSET, NJ 08873 | | | X | |

Signatures

/s/ Norman Roth, Attorney-in-Fact for Howard Longstreth
Clark Jr. 02/06/2019

__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).
- (1) Represents the conversion upon vesting of restricted stock units into common stock on February 2, 2019. These restricted stock units and the shares of common stock issued upon vesting of such units were acquired under the Company's Amended and Restated Equity Incentive Plan, without payment by the reporting person. The remainder of the restricted stock units vest on various dates between August 2019 and August 2020.
- (2) Represents the conversion upon vesting of restricted stock units into common stock on February 4, 2019. These restricted stock units and the shares of common stock issued upon vesting of such units were acquired under the Company's Amended and Restated Equity Incentive Plan, without payment by the reporting person. The remainder of the restricted stock units vest on various dates between August 2019 and August 2020.
- (3) Represents 850 shares of the conversion transferred to an ex-spouse pursuant to a separation agreement.

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(4) Represents 2,500 shares of the conversion transferred to an ex-spouse pursuant to a separation agreement.

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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