

SCHAWK INC
Form 3
March 24, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	
Â MATTHEWS INTERNATIONAL CORP			03/16/2014	SCHAWK INC [SGK]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
TWO NORTHSORE CENTER				(Check all applicable)	
(Street)				___ Director	6. Individual or Joint/Group Filing(Check Applicable Line)
PITTSBURGH,Â PAÂ 15212-5851				<input checked="" type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		___ Officer (give title below)	___ Form filed by More than One Reporting Person
				___ Other (specify below)	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, par value \$0.008 per share	0	I	See Footnotes 1, 2 and 3 <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS INTERNATIONAL CORP TWO NORTHSORE CENTER PITTSBURGH, PA 15212-5851	Â	Â X	Â	Â

Signatures

Joseph C. Bartolacci, as President and Chief Executive Officer of Matthews International Corporation 03/24/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Matthews International Corporation ("Matthews") is filing this Form 3 solely due to the entry into voting and support agreements (the "Voting Agreements") by and among Matthews and certain stockholders (the "Stockholders") of Schawk, Inc. ("SGK"). The Voting Agreements were entered into in connection with the Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), dated as of March 16, 2014, by and among Matthews, Moonlight Merger Sub Corp., Moonlight Merger Sub LLC and SGK.
- (2) As a result of certain provisions contained in the Voting Agreements, Matthews may be deemed to have beneficial ownership of the shares of SGK's common stock covered by the Voting Agreements (an aggregate of 16,172,720 shares, which represent approximately 61.5% of SGK's total outstanding shares based on 26,287,667 shares reported outstanding as of March 14, 2014 (as represented in the Merger Agreement)) for purposes of Section 13(d) of the Exchange Act. Except to the extent as may be described in footnote (3), Matthews does not have any pecuniary interest (as defined in Rule 16a-1(a)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) in any of the shares subject to the Voting Agreements and the filing of this Form 3 shall not be construed as an admission that Matthews is the beneficial owner of any securities reported in this Form 3 which beneficial ownership is hereby expressly disclaimed.
- (3) Each Voting Agreement provides that, in the event that the Merger Agreement is terminated and SGK, the Stockholder or any of their respective affiliates enter into an acquisition transaction (as defined in the Voting Agreements) within 18 months following the date of such termination, the Stockholder is obligated to pay to Matthews within two business days after the closing of such transaction, an amount in cash (for each share of SGK Common Stock owned by such Stockholder subject to the acquisition transaction) that is equal to the amount by which the value of the consideration received by such Stockholder per share of SGK Common Stock in such alternative transaction exceeds \$20 per share; provided that in no event shall the total payments to Matthews pursuant to all the Voting Agreements exceed \$3.0 million.

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.