

HESKA CORP  
Form 4  
March 28, 2014

**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 \*  
**GRIEVE ROBERT B**

(Last) (First) (Middle)

3760 ROCKY MOUNTAIN AVENUE

(Street)

LOVELAND, CO 80538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HESKA CORP [HSKA]**

3. Date of Earliest Transaction (Month/Day/Year)  
03/26/2014

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)  
Chief Executive Officer

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	03/26/2014		A		24,355 (5) A \$ 0 111,034 (1)	D	
Common Stock	03/26/2014		A		15,645 (6) A \$ 0 126,679 (1)	D	
Common Stock	03/26/2014		A		5,715 (7) A \$ 0 132,394 (1)	D	
Common Stock	03/26/2014		A		2,857 (8) A \$ 0 135,251 (1)	D	
Common Stock	03/26/2014		A		15,000 (9) A \$ 0 150,251 (1)	D	

Common Stock		3,077	I	by Daughter I (2)
Common Stock		3,077	I	by Daughter II (3)
Common Stock		1,564	I	by Spouse (4)

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

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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. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIEVE ROBERT B 3760 ROCKY MOUNTAIN AVENUE LOVELAND, CO 80538	X		Chief Executive Officer	

## Signatures

By: Jason A. Napolitano For: Robert B. Grieve  
03/28/2014

\_\_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) Includes one share jointly owned with Jason Napolitano.
- (2) Gifts under the Uniform Gifts to Minors Act to minor daughter (Megan Grieve) who shares reporting person's household. The reporting person is the custodian of such shares but disclaims beneficial ownership of these shares.
- (3) Gifts under the Uniform Gifts to Minors Act to minor daughter (Madeline Grieve). The reporting person is the custodian of such shares but disclaims beneficial ownership of these shares.
- (4) Dr. Grieve disclaims beneficial ownership of all securities of the Issuer owned by his wife.

(5) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement between Dr. Grieve and Heska Corporation ("Heska") effective as of March 26, 2014 (the "Employment Agreement"). Grant is in accordance with Heska's 2003 Equity Incentive Plan and is one of two grants for the Transition Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(6) Restricted stock award subject to time-based vesting as outlined below and further described in the Employment Agreement. Grant is in accordance with Heska's 1997 Stock Incentive Plan and is one of two grants for the Transition Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(7) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement. Grant is for the First In-Lieu Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(8) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement. Grant is for the Second In-Lieu Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(9) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement. Grant is for the Third In-Lieu Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

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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