

Dolby Laboratories, Inc.
Form 4
November 07, 2016

FORM 4

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

OMB APPROVAL

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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
Dolby Dagmar

(Last) (First) (Middle)

C/O DOLBY LABORATORIES, INC., 1275 MARKET STREET

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Dolby Laboratories, Inc. [DLB]

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock ⁽¹⁾	11/03/2016		C ⁽²⁾	330,000 A \$ 0 330,000		I	By Trust ⁽³⁾
Class A Common Stock	11/03/2016		G ⁽²⁾	V 330,000 D \$ 0 0		I	By Trust ⁽³⁾

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Class B Common Stock	(4)	11/03/2016		J ⁽⁵⁾	V 730,000	(4) (4)	Class A Common Stock 730,000
Class B Common Stock	(4)	11/03/2016		J ⁽⁵⁾	V 730,000	(4) (4)	Class A Common Stock 730,000
Class B Common Stock	(4)	11/03/2016		G ⁽⁶⁾	V 520,000	(4) (4)	Class A Common Stock 520,000
Class B Common Stock	(4)	11/03/2016		G ⁽⁶⁾	V 520,000	(4) (4)	Class A Common Stock 520,000
Class B Common Stock	(4)	11/03/2016		G ⁽⁶⁾	V 520,000	(4) (4)	Class A Common Stock 520,000
Class B Common Stock	(4)	11/03/2016		G ⁽⁶⁾	V 520,000	(4) (4)	Class A Common Stock 520,000
Class B Common Stock	(4)	11/03/2016		G ⁽²⁾	V 330,000	(4) (4)	Class A Common Stock 330,000
Class B Common Stock	(4)					(4) (4)	Class A Common Stock (4)
Class B Common Stock	(4)					(4) (4)	Class A Common Stock (4)
Class B Common Stock	(4)					(4) (4)	Class A Common Stock (4)
Class B Common Stock	(4)					(4) (4)	Class A Common Stock (4)
Class B Common Stock	(4)					(4) (4)	Class A Common Stock (4)

Stock						Stock
Class B						Class A
Common	(4)		(4)	(4)	(4)	Common
Stock						Stock
Class B						Class A
Common	(4)		(4)	(4)	(4)	Common
Stock						Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dolby Dagmar C/O DOLBY LABORATORIES, INC. 1275 MARKET STREET SAN FRANCISCO, CA 94103		X		
DAGMAR DOLBY TRUST UNDER DOLBY FAMILY TRUST INSTRUMENT DATED MAY 7, 1999 C/O DOLBY LABORATORIES, INC. 1275 MARKET STREET SAN FRANCISCO, CA 94103		X		

Signatures

/s/ Daniel Rodriguez, Attorney
in Fact

11/07/2016

 **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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock at the election of the reporting person.
- (2) On November 3, 2016, the Dagmar Dolby Trust (as defined below) (i) converted 330,000 shares of Class B Common Stock into the same number of shares of Class A Common Stock, and (ii) gifted all such shares of Class A Common Stock to the Dagmar Dolby Fund, a charitable organization of which Dagmar Dolby serves as one of three directors.
- (3) Reflects shares of Class B Common Stock (as converted or convertible, as applicable, into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Dagmar Dolby Trust under the Dolby Family Trust instrument, dated May 7, 1999 (the "Dagmar Dolby Trust"), voting power of which is shared by the Trustee and David E. Dolby, son of Dagmar Dolby, as Special Trustee of the Dagmar Dolby Trust. This report is filed jointly by Dagmar Dolby and the Dagmar Dolby Trust with respect to the securities held and transactions effected by the Dagmar Dolby Trust. The reporting persons disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.
- (4) Shares of Class B Common Stock are convertible, at no cost, at any time at the option of the holder into shares of Class A Common Stock on a 1-for-1 basis.
- (5) On November 3, 2016, (i) the Family LLC (as defined below) distributed 730,000 shares of Class B Common Stock to each of its two members, which are Dolby family trusts of which Dagmar Dolby serves as the trustee, and (ii) each such member of the Family LLC transferred all such shares to the Dagmar Dolby Trust. All such shares were acquired by the Dagmar Dolby Trust in good faith in connection with a debt previously contracted and, pursuant to Section 16(b) of the Securities Exchange Act of 1934, such acquisitions

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are exempt from the application of such section.

On November 3, 2016, (i) the Family LLC (as defined below) distributed 520,000 shares of Class B Common Stock to each of its two members, which are Dolby family trusts of which Dagmar Dolby serves as the trustee, (ii) each such member of the Family LLC transferred all such shares to the Dagmar Dolby Trust, (iii) the Dagmar Dolby Trust transferred 520,000 shares of Class B Common Stock back to each such member of the Family LLC, and (iv) each such member of the Family LLC contributed all such shares to the Family LLC. All of these share transfers were made for tax and estate planning purposes and for no value, and no reporting person received any funds or other consideration in exchange for any such share transfers.

- (6) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Marital Trust under the Dolby Family Trust instrument, dated May 7, 1999 (the "Marital Trust"), voting power of which is shared by the Trustee and David E. Dolby as Special Trustee of the Marital Trust. This report is filed by Dagmar Dolby with respect to the securities held by the Marital Trust. The reporting person disclaims beneficial ownership of these securities except to the extent of her respective pecuniary interest therein.

- (8) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2002 Trust A, dated April 19, 2002 (the "Ray Dolby 2002 Trust A"), voting power of which is held by Thomas E. Dolby, son of Dagmar Dolby, as Special Trustee of the Ray Dolby 2002 Trust A. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby 2002 Trust A. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (9) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2002 Trust B, dated April 19, 2002 (the "Ray Dolby 2002 Trust B"), voting power of which is held by David E. Dolby as Special Trustee of the Ray Dolby 2002 Trust B. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby 2002 Trust B. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (10) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2011 Trust A, dated December 14, 2011 (the "Ray Dolby 2011 Trust A"), voting power of which is held by Thomas E. Dolby as Special Trustee of the Ray Dolby 2011 Trust A. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby 2011 Trust A. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (11) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2011 Trust B, dated December 14, 2011 (the "Ray Dolby 2011 Trust B"), voting power of which is held by David E. Dolby as Special Trustee of the Ray Dolby 2011 Trust B. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby 2011 Trust B. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (12) As a result of the transactions described in footnotes 5 and 6 above, the number of shares held of record by the Family LLC has reduced from 2,500,000 to 1,040,000.

- (13) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dolby Holdings II LLC, a limited liability company (the "Family LLC"), investment power of which is held by Dagmar Dolby, manager of the Family LLC, and voting power of which is held by (i) Thomas E. Dolby, a special manager of the Family LLC, with respect to 50% of such shares, and (ii) David E. Dolby, a special manager of the Family LLC, with respect to 50% of such shares. This report is filed by Dagmar Dolby with respect to the securities held by the Family LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (14) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Dagmar Dolby 2016 Trust BB, dated March 23, 2016 (the "Dagmar Dolby 2016 Trust BB"), voting power of which is held by David E. Dolby as Special Trustee of the Dagmar Dolby 2016 Trust BB. This report is filed by Dagmar Dolby with respect to securities held by the Dagmar Dolby 2016 Trust BB. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

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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