

Ostermann Robert
Form 4
August 31, 2017

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 *
Ostermann Robert

2. Issuer Name and Ticker or Trading Symbol
ARI NETWORK SERVICES INC
/WI [ARIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

10850 WEST PARK PLACE, SUITE 1200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Technology Officer

MILWAUKEE, WI 53224

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

(City) (State) (Zip)

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 | 08/29/2017 | | M | | 22,000 | A | \$ 0 |
| Common Stock | 08/29/2017 | | D ⁽¹⁾ | | 79,326 | D | \$ 7.1 |

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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock | \$ 0 ⁽²⁾ | 08/29/2017 | | M | | 22,000 | | ⁽²⁾ | 03/05/2019 | Common Stock | 22,000 |
| Restricted Stock | \$ 0 ⁽³⁾ | 08/29/2017 | | D ⁽³⁾ | | 33,000 | | ⁽³⁾ | ⁽³⁾ | Common Stock | 33,000 |
| Stock Option (Right to Buy) | \$ 1.5 | 08/29/2017 | | D ⁽⁴⁾ | | 5,000 | | 06/30/2012 | 06/30/2018 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 0.85 | 08/29/2017 | | D ⁽⁴⁾ | | 10,000 | | 02/26/2014 | 02/26/2020 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 0.922 | 08/29/2017 | | D ⁽⁴⁾ | | 500 | | 06/30/2015 | 06/30/2021 | Common Stock | 500 |
| Stock Option (Right to Buy) | \$ 1.25 | 08/29/2017 | | D ⁽⁴⁾ | | 15,000 | | 11/02/2015 | 11/02/2021 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 1.51 | 08/29/2017 | | D ⁽⁵⁾ | | 15,000 | | 04/03/2016 | 04/03/2022 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ostermann Robert 10850 WEST PARK PLACE SUITE 1200 | | | Chief Technology Officer | |

MILWAUKEE, WI 53224

Signatures

Mary L. Pierson (pursuant to Power of Attorney previously filed)

08/30/2017

__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) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated June 20, 2017 among the Issuer, Expedition Holdings LLC ("Parent") and Expedition Merger Sub, Inc., at the effective time (the "Effective Time") of the merger (the "Merger") contemplated under the Merger Agreement, each unvested share of restricted stock of the Issuer vested, and each share of Issuer common stock converted into the right to receive \$7.10 in cash.

(2) 22,000 shares of performance-based restricted stock vested in connection with the Merger.

(3) 33,000 outstanding shares of performance-based restricted stock were cancelled in connection with the Merger.

(4) At the Effective Time of the Merger, outstanding options were cancelled and converted into the right to receive, for each share of Issuer common stock subject to the option, an amount in cash equal to (x) \$7.10, minus (y) the sum of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts.

(5) At the Effective Time of the Merger, outstanding options to purchase shares of Issuer common stock were cancelled and converted into the right to receive, for each share of Issuer common stock subject to the option, an amount in cash equal to (x) \$7.10, minus (y) the sum of (1) the exercise price per share of common stock of such option, and (2) any applicable withholding amounts, except that the Reporting Person's options with respect to 15,000 shares were rolled over to options to acquire 106,500 units of an affiliate of the Parent at an exercise price of \$0.213 per unit.

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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