

ENNIS, INC.
Form 4
November 01, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
BLIND JOHN R

(Last) (First) (Middle)

7 WINDSOR DRIVE

(Street)

CHILLICOTHE, OH 45601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENNIS, INC. [EBF]

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2016

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/01/2016		A		2,000 (1) \$ 0	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLIND JOHN R 7 WINDSOR DRIVE CHILLCOTHE, OH 45601		X		

Signatures

/s/Richard L. Travis, Jr.,
Attorney-in-Fact

11/01/2016

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) Restricted stock grant - vest 1/3 annually commencing on the first anniversary date of grant.

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. Carlsbad, CA

		Net Rentable Square Feet
HIGHLAND COURT	9000 East Nichols Engelwood, CO	92,866
PACIFICARE	6455 South Yosemite St. Engelwood, CO	198,365

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Prudential Property	Location	Net Rentable Square Feet
CARRARA PL	6200 South Syracuse Way Engelwood, CO	234,222
ORCHARD I&II	Greenwood Plaza Blvd Engelwood, CO	105,779
PANORAMA	9200 East Mineral Avenue Engelwood, CO	79,175
Total Land		710,407

Prudential Property	Location	Buildable Square Feet
GATEWAY AT TORREY HILLS	Adjacent to 5500 Great America Parkway San Diego, CA	200,000
GREAT AMERICAN PARKWAY	Located in Del Mar Heights Santa Clara, CA	230,000
Total Total Square Feet		430,000
Total		4,754,562

Brandywine's agreement with Prudential includes a limited right of Prudential to change the composition of the portfolio of Prentiss properties that it will purchase at the closing.

The exchange of Prentiss Common Shares in the merger will be a taxable transaction for U.S. federal income tax purposes.

Upon completion of the merger, Michael V. Prentiss, Chairman of our Board of Trustees, and Thomas F. August, President, Chief Executive Officer and a trustee of Prentiss, will become trustees of Brandywine. We anticipate that each of Messrs. Prentiss and August will provide transitional and consulting services to Brandywine following the merger. In addition, Brandywine has agreed to nominate each of Messrs. Prentiss and August for election to its board at each of its annual shareholders meetings in 2006 and 2007.

Messrs. Prentiss and August, who collectively own approximately 4.5% of the outstanding Prentiss Common Shares, have entered into voting agreements with Brandywine pursuant to which they have agreed to vote their Prentiss Common Shares in favor of the merger.

Completion of the merger is subject to customary closing conditions, including, but not limited to, the approval of the merger by the shareholders of Brandywine and Prentiss. The Merger Agreement contains customary termination rights for both Brandywine and Prentiss and provides that upon termination of the agreement in certain circumstances, Prentiss or Brandywine would be required to pay liquidated damages.

Amendments of Employment Agreements

Contemporaneously with entering into the Merger Agreement, we amended the employment agreements of Michael V. Prentiss and Thomas F. August, to clarify the benefits Messrs. Prentiss and August will be eligible to receive under each of their respective employment agreements during the three year period after termination of their employment and following a change of control, including use of staff, access to benefits, use of office space, reimbursement for club dues and usage and reimbursement rates for the use of our airplane. In addition to clarifying the terms of Mr. Prentiss' employment agreement, in the amendment we granted Mr. Prentiss an option to purchase all of our rights related to our contract with FlexJet for use of a corporate jet. The option is exercisable at the end of the three year period after his termination following a change in control. The closing is conditioned upon Mr. Prentiss payment of the \$100,000 exercise price and the consent of FlexJet, if necessary, for the transfer of our contract with

them.

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On October 3, 2005, we entered into two separate change of control severance protection plans, one with our hourly and salaried non-officer employees and the other with our key employees.

The Change of Control Severance Protection Plan for Key Employees relates to our Chief Financial Officer, any Regional Managing Director, Senior Vice President and any other of our other officers and excludes certain officers specified in the plan. Upon an officer being terminated by Prentiss for any reason other than cause or termination by the officer for good reason within one year or two years, depending on the type of officer, after a change in control (as defined in the severance plan), severance benefits will be provided to such officer in an amount equal to the sum of such officer's salary and such officer's 2004 annual bonus multiplied by the appropriate multiple which is 2 for our Regional Managing Directors and our Chief Financial Officer and 1.5 for our Senior Vice Presidents. Our other officers would receive an amount equal to the greater of (1) the sum of such officer's salary and such officer's 2004 annual bonus or (2) the product of one-twelfth of such officer's base salary and the number of years such officer had been employed with us prior to such termination. Such terminated employee would be entitled to a continuation of benefits (medical, health, dental, prescription drug benefits, life insurance, long-term disability) for the period ranging from one year to two years.

All severance benefits will be net of any Federal and/or State taxes imposed in excess of, or in addition to, general income taxes, e.g., excise taxes, golden parachute taxes, etc. (collectively the *Excess Taxes*). In this respect, any officers entitled to severance benefits will receive a gross-up payment calculated to pay the Excess Taxes (and excise taxes and income taxes on the gross-up) so that the participant receives the same net level of benefit he or she would have received without the imposition of the Excess Taxes (or the income and excise taxes imposed upon the gross up payment).

The Change in Control Severance Protection Plan for Hourly and Salaried Non-Officer Employees relates to all hourly and non-officer salaried employees who have been employed by us for at least one year on the occurrence of a change of control. Upon the termination of a non-officer employee for any reason other than cause or termination by such employee for good reason within six months of a Change of Control, severance benefits will be provided to such terminated employee in an amount equal to one month of compensation for each full and partial year of employment with a minimum of three months of compensation, provided that property level employees will who are terminated in connection with property dispositions or exchanges in the ordinary course of business will not be entitled to these benefits. Such terminated employee would be entitled to a continuation of benefits (medical, health, dental, prescription drug benefits, life insurance, long-term disability) for the period of severance benefits.

Bonus Pool

In connection with the mergers, our compensation committee created a bonus pool of up to \$10 million to provide incentives to our employees (other than the Chief Executive Officer) during the pendency of the mergers. Of the total bonus pool, \$8 million has been allocated to certain of our executive officers, payable upon closing of the mergers if such officers are employed by Prentiss at the time of closing. Of the \$8 million allocated, the following amounts have been allocated to each of the following executive officers:

Name and Principal Position	Bonus Pool Allocation
Michael V. Prentiss Chairman of the Board	\$6,000,000
Michael A. Ernst Executive Vice President and Chief Financial Officer	\$350,000

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The remaining portion of the bonus pool will be allocated by our Chief Executive Officer with the advice and consent of our compensation committee

2005 Annual Incentive Plan Awards

Because our projected performance for 2005 will be no less than that in 2004 and the components of Prentiss' 2005 Annual Incentive Plan for establishing the amount reserved for the employees and officers will be unachievable in light of, among other things, the sales of our properties in the Midwest Region and the special charges against earnings for defeasance and loan prepayment penalties, our compensation committee has established a bonus pool under Prentiss' 2005 Annual Incentive Plan of \$3.1 million. Of this total amount, the compensation committee allocated \$275,000 as payable to Michael V. Prentiss and \$300,000 as payable to Thomas F. August. Michael V. Prentiss and Thomas F. August will determine the recipients and amounts of the remaining balance of the bonus pool payable under the 2005 Annual Incentive Plan to the other participants prior to the consummation of the merger.

Our compensation committee fixed 180,000 shares of restricted stock under the Prentiss 2005 Annual Incentive Plan for grant prior to the consummation of the merger, 20,000 of which will be issued to Michael V. Prentiss, and 46,000 of which will be issued to Thomas F. August. The remaining 114,000 restricted shares will be issued to other participants in an amount to be determined by Thomas F. August prior to the consummation of the merger.

Item 3.03. Material Modification to Rights of Security Holders.

In connection with the Merger Agreement, we executed an amendment (the *Amendment*) to the Amended and Restated Rights Agreement between Prentiss and Computershare Shareholder Services, Inc., as rights agent, dated as of January 22, 2002 (the *Rights Agreement*), in order to make the Rights Agreement inapplicable to the merger and the voting agreements related thereto. The Amendment provides, among other matters, that (1) none of Brandywine, Brandywine's affiliates or the parties to any voting agreement would become an Acquiring Person (as defined in the Rights Agreement), (2) no 11(a)(ii) Event (as defined in the Rights Agreement) would be deemed to have occurred and (3) no rights will separate from the Prentiss Common Shares, in each case solely as a result of the execution of, and/or the consummation of the transactions contemplated by, the Merger Agreement and the voting agreements.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 4.1 hereto, and is incorporated into this report by reference.

Cautionary Statements

The description of the Merger Agreement and related transactions does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement and the other agreements that we have attached to this Form 8-K as exhibits. Except for their status as contractual documents that establish and govern the legal relations among the parties with respect to the transactions described above, the Merger Agreement is not intended to be a source of factual, business or operational information about the parties. Representations and warranties may be used as a tool to allocate risks between the respective parties to the Merger Agreement, including where the parties do not have complete knowledge of all facts, instead of establishing these matters as facts. Furthermore, they may be subject to standards of materiality applicable to the contracting parties, which may differ from those applicable to investors. The assertions embodied in such representations and warranties are qualified by information contained in disclosure schedules that the parties exchanged in connection with signing the Merger Agreement. Accordingly, investors and security holders should not rely on such representations and warranties as characterizations of the actual state of facts or circumstances, since they were only made as of the date of the Merger Agreement and are modified in important part by the underlying disclosure schedules. Moreover, information concerning the subject matter of such representations and warranties may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in Prentiss' public disclosures.

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In connection with the proposed transaction, Brandywine and Prentiss will file a joint proxy statement/prospectus as part of a registration statement on Form S-4 and other documents regarding the proposed merger with the Securities and Exchange Commission. Investors and security holders are urged to read the joint proxy statement/prospectus when it becomes available because it will contain important information about Brandywine and Prentiss and the proposed merger. A definitive proxy statement/prospectus will be sent to shareholders of Brandywine and Prentiss seeking their approval of the transaction. Investors and security holders may obtain a free copy of the definitive joint proxy statement/prospectus (when available) and other documents filed by Brandywine and Prentiss with the SEC at the SEC's website at www.sec.gov. The definitive joint proxy statement/prospectus and other relevant documents may also be obtained, when available, free of cost by directing a request to Brandywine Realty Trust, 401 Plymouth Road, Suite 500, Plymouth Meeting, PA 19462, Attention Investor Relations, (telephone 610-325-5600) or Prentiss Properties Trust, 3890 W. Northwest Highway, Suite 400, Dallas, Texas 75220, Attention: Investor Relations (telephone 214-654-0886). Investors and security holders are urged to read the proxy statement, prospectus and other relevant material when they become available before making any voting or investment decisions with respect to the merger.

Brandywine and Prentiss and their respective trustees and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Brandywine and Prentiss in connection with the merger. Information about Brandywine and its trustees and executive officers, and their ownership of Brandywine securities, is set forth in the proxy statement for Brandywine's 2005 Annual Meeting of Shareholders, which was filed with the SEC on April 1, 2005. Information about Prentiss and its trustees and executive officers, and their ownership of Prentiss securities, is set forth in the proxy statement for the 2005 Annual Meeting of Shareholders of Prentiss, which was filed with the SEC on April 5, 2005. Additional information regarding the interests of those persons may be obtained by reading the joint proxy statement/prospectus when it becomes available.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.*(c) Exhibits.*

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of October 3, 2005, by and among Prentiss, Prentiss OP, Brandywine, Brandywine OP, Brandywine Cognac I, LLC and Brandywine Cognac II, LLC (incorporated by reference to Exhibit 2.1 of Brandywine's Current Report on Form 8-K filed on October 4, 2005).
4.1*	Fourth Amendment to the Amended and Restated Rights Agreement, dated October 3, 2005, between Prentiss and Computershare Shareholder Services, Inc.
10.1	Master Agreement, dated as of October 3, 2005, by and between Brandywine OP and Prudential (incorporated by reference to Exhibit 10.4 of Brandywine's Current Report on Form 8-K filed on October 4, 2005).
10.2	Asset Purchase Agreement, dated as of October 3, 2005, between Prentiss and Prudential (incorporated by reference to Exhibit 10.5 of Brandywine's Current Report on Form 8-K filed on October 4, 2005).

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Exhibit No.	Description
10.3	Registration Rights Agreement, dated October 3, by and between Brandywine, Brandywine OP and Michael V. Prentiss (incorporated by reference to Exhibit 10.6 of Brandywine's Current Report on Form 8-K filed on October 4, 2005).
10.4	Voting Agreement, dated as of October 3, 2005, by and among Brandywine, Brandywine OP and Michael V. Prentiss (incorporated by reference to Exhibit 10.2 of Brandywine's Current Report on Form 8-K filed on October 4, 2005).
10.5	Voting Agreement, dated as of October 3, 2005, by and among Brandywine, Brandywine OP and Thomas F. August (incorporated by reference to Exhibit 10.3 of Brandywine's Current Report on Form 8-K filed on October 4, 2005).
10.6*	First Amendment to Third Amended and Restated Employment Agreement of Michael V. Prentiss, dated October 3, 2005.
10.7*	First Amendment to Amended and Restated Employment Agreement of Thomas F. August, dated October 3, 2005.
10.8*	Prentiss Change in Control Severance Protection Plan for Key Employees.
10.9*	Prentiss Change in Control Severance Protection Plan for Hourly and Salaried Non-Officer Employees.
10.10*	Option Agreement, dated October 3, 2005, by and between Michael V. Prentiss and Prentiss Properties Continental, L.L.C.
99.3	Joint press release of Brandywine and Prentiss, dated October 3, 2005, announcing the execution of the Merger Agreement (incorporated by reference to Exhibit 99.2 of Brandywine's Current Report on Form 8-K filed on October 4, 2005).

* Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRENTISS PROPERTIES TRUST

Date: October 4, 2005

By: /s/ THOMAS F. AUGUST
Thomas F. August
President and CEO

Date: October 4, 2005

By: /s/ GREGORY S. IMHOFF
Gregory S. Imhoff
Senior Vice President,
General Counsel and Secretary