

SCHOTT STEVAN R
Form 4
March 13, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHOTT STEVAN R

(Last) (First) (Middle)

3000 GSK DRIVE

(Street)

MOON TOWNSHIP, PA 15108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CALGON CARBON Corp [CCC]

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

03/09/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/09/2018		D	51,900	D		
				(A) or (D)	Price \$ 21.5 0		
					(1)		

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

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information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)	8. Title of Underlying Security	9. Amount of Underlying Security
Employee Stock Option (Right-to-Buy) (2)	\$ 14.935	03/09/2018		D	9,242	03/02/2013 03/02/2019	Common Stock		9
Employee Stock Option (Right-to-Buy) (2)	\$ 17.17	03/09/2018		D	16,630	02/27/2014 02/27/2020	Common Stock		16
Employee Stock Option (Right-to-Buy) (2)	\$ 21.31	03/09/2018		D	18,415	05/14/2015 05/14/2021	Common Stock		18
Employee Stock Option (Right-to-Buy) (2)	\$ 20.86	03/09/2018		D	25,750	02/25/2016 02/25/2022	Common Stock		25
Employee Stock Option (Right-to-Buy) (2)	\$ 14.06	03/09/2018		D	23,473	02/25/2017 02/25/2023	Common Stock		23
Employee Stock Option (Right-to-Buy) (2)	\$ 14.37	03/09/2018		D	22,601	03/02/2018 03/02/2024	Common Stock		22

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOTT STEVAN R 3000 GSK DRIVE MOON TOWNSHIP, PA 15108			EVP	

Signatures

/s/ Chad Whalen,
Attorney-in-Fact

03/13/2018

__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).

On September 21, 2017, Calgon Carbon Corporation (the "Company"), Kuraray Co., Ltd., a company organized under the laws of Japan ("Kuraray"), Kuraray Holdings U.S.A., Inc., a Delaware corporation ("Parent") and KJ Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), entered into an Agreement and Plan of Merger (the "merger agreement"), pursuant to

- (1) which, on March 9, 2018, Merger Sub merged with and into the Company, with the Company surviving the merger as a wholly owned subsidiary of Parent, and an indirect wholly owned subsidiary of Kuraray. On March 9, 2018, each issued and outstanding share of Company common stock was automatically converted into the right to receive cash in an amount equal to \$21.50, without interest (the "merger consideration").

- (2) Pursuant to the merger agreement, on March 9, 2018, each outstanding and unexercised option to purchase shares of Company common stock (each, an "option"), whether vested or unvested, terminated and was converted into the right to receive an amount in cash equal to the product of (1) the total number of shares of Company common stock previously subject to such option and (2) the excess, if any, of the merger consideration over the exercise price per share set forth in such option.

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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