

RITTICHER JEFFREY  
Form 4  
October 03, 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 \*  
RITTICHER JEFFREY

(Last) (First) (Middle)  
2015 W. CHESTNUT STREET  
(Street)

ALHAMBRA, CA 91803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EMCORE CORP [EMKR]

3. Date of Earliest Transaction (Month/Day/Year)  
09/29/2017

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)  
\_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)
			Code	V	Amount (D) Price		
Common Stock	09/29/2017		M		74,820 (1) \$ 0	271,005	D

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

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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 of Underlying Security (Instr. 3 and 4)
Performance-Based Restricted Stock Units	(2)	09/29/2017		M	33,333	(3) (3)	Common Stock 3
Restricted Stock Units	(4)	09/29/2017		M	8,154	(5) (5)	Common Stock 8

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITTICHER JEFFREY 2015 W. CHESTNUT STREET ALHAMBRA, CA 91803			Chief Executive Officer	

## Signatures

/s/ Ryan Hochgesang, attorney in fact  
 10/03/2017  
 \*\*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) Represents shares of restricted common stock issued to the Reporting Person in connection with an equity award originally granted on October 18, 2016. Such shares of common stock are subject to all of the same vesting conditions as the original equity award such that, subject to earlier forfeiture, (i) 8,154 of these shares vest on October 18, 2020, and (ii) up to 66,666 of these shares (at the maximum award level) vest on October 17, 2019 based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the Russell Midcap Index, that were set by the Compensation Committee of the Issuer's Board of Directors, in each case subject to the Reporting Person's continued service to the Issuer through the applicable vesting date.
- (2) Each PSU represented a contingent right to receive one share of the Issuer's common stock, based on the Issuer's TSR compared to pre-established relative TSR goals, based on the TSR of the Russell Microcap Index, that were set by the Compensation Committee of the Board of Directors. The aggregate number of shares issued may range from zero (0) to 200% of the target number of shares reported in columns 7 and 9 of this report.
- (3) On October 18, 2016, the Reporting Person was granted a target number of 100,000 PSUs that vest, if at all, in an amount equal to between zero (0) and 200% of the target number of shares reported, subject to the Reporting Person's continued service to the Issuer through the vesting date.
- (4) Each restricted stock unit represented a contingent right to receive one share of the Issuer's common stock.
- (5)

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On October 18, 2016, the Reporting Person was granted 70,000 restricted stock units, vesting in four equal installments commencing on October 18, 2017, subject to the Reporting Person's continued service to the Issuer through the applicable vesting date.

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.