

HESKA CORP
Form 4
March 28, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRIEVE ROBERT B

(Last) (First) (Middle)

**3760 ROCKY MOUNTAIN
AVENUE**

(Street)

LOVELAND, CO 80538

(City) (State) (Zip)

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

HESKA CORP [Hska]

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

03/26/2014

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)
☒ 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)
Common Stock	03/26/2014		A	Amount (5) 24,355	(A) or (D) A \$ 0 111,034 (1)	D	
Common Stock	03/26/2014		A	Amount (6) 15,645	(A) or (D) A \$ 0 126,679 (1)	D	
Common Stock	03/26/2014		A	Amount (7) 5,715	(A) or (D) A \$ 0 132,394 (1)	D	
Common Stock	03/26/2014		A	Amount (8) 2,857	(A) or (D) A \$ 0 135,251 (1)	D	
Common Stock	03/26/2014		A	Amount (9) 15,000	(A) or (D) A \$ 0 150,251 (1)	D	

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Common Stock	3,077	I	by Daughter I (2)
Common Stock	3,077	I	by Daughter II (3)
Common Stock	1,564	I	by Spouse (4)

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)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRIEVE ROBERT B 3760 ROCKY MOUNTAIN AVENUE LOVELAND, CO 80538	X Chief Executive Officer

Signatures

By: Jason A. Napolitano For: Robert B. Grieve 03/28/2014

__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) Includes one share jointly owned with Jason Napolitano.
- (2) Gifts under the Uniform Gifts to Minors Act to minor daughter (Megan Grieve) who shares reporting person's household. The reporting person is the custodian of such shares but disclaims beneficial ownership of these shares.
- (3) Gifts under the Uniform Gifts to Minors Act to minor daughter (Madeline Grieve). The reporting person is the custodian of such shares but disclaims beneficial ownership of these shares.
- (4) Dr. Grieve disclaims beneficial ownership of all securities of the Issuer owned by his wife.

(5) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement between Dr. Grieve and Heska Corporation ("Heska") effective as of March 26, 2014 (the "Employment Agreement"). Grant is in accordance with Heska's 2003 Equity Incentive Plan and is one of two grants for the Transition Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(6) Restricted stock award subject to time-based vesting as outlined below and further described in the Employment Agreement. Grant is in accordance with Heska's 1997 Stock Incentive Plan and is one of two grants for the Transition Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(7) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement. Grant is for the First In-Lieu Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(8) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement. Grant is for the Second In-Lieu Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(9) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement. Grant is for the Third In-Lieu Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

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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