

Degen Larry Robert
 Form 4
 January 02, 2018

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 *
 Degen Larry Robert

2. Issuer Name and Ticker or Trading Symbol
 MGC DIAGNOSTICS Corp
 [MGCD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 10532 MISTY MORNING LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/28/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Interim CFO & Secretary

EDEN PRAIRIE, MN 55347
 (City) (State) (Zip)

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

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)
				(A) or (D)	Amount or Price		
Common Stock	12/28/2017		D	V	2,332 (1) \$ 11.03	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 Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 6.76	12/28/2017		D		1,200		(2)	(2)	Common Stock	1,200
Stock Option (Right-to-Buy)	\$ 8.4	12/28/2017		D		2,500		(3)	(3)	Common Stock	2,500
Stock Option (Right-to-Buy)	\$ 8.08	12/28/2017		D		10,000		(4)	(4)	Common Stock	10,000
Employee Stock Purchase Plan Shares	\$ 6.71	12/28/2017		D		96		(5)	(5)	Common Stock	96

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Degen Larry Robert 10532 MISTY MORNING LANE EDEN PRAIRIE, MN 55347	Interim CFO & Secretary

Signatures

Suzette McNally, Attorney-in-Fact for Larry Robert
Degen 01/02/2018

__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).
- Reporting Person determined that he violated Section 16(b) in the rollover of 96 shares of stock issued effective June 30, 2017 under the
- (1) MGC Diagnostics Corporation Employee Stock Purchase Plan. Reporting Person has paid the company \$414.72 representing the entire amount of the Section 16(b) short-swing profit.
 - (2) This option vested fully on November 12, 2015 and was cancelled in connection with the merger agreement between the company, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payout of \$5,124.
 - (3) This option, which vested fully on October 31, 2017 was cancelled in connection with the merger agreement between company, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payout of \$6,575.
 - (4) This option, which provided for vesting on August 30, 2018 was cancelled in connection with the merger agreement between the company, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payout of \$29,500.

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- (5) The shares that would have been issued under the phase that began July 1, 2017 were cancelled in connection with the merger agreement between the company, MGC Parent LLC and AC Breathe Merger Sub Inc. in exchange for a cash payout of \$860.34.

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.