

PERFORMANCE TECHNOLOGIES INC \DE\
Form 4
February 19, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rice J Patrick

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

PERFORMANCE
TECHNOLOGIES INC \DE\ [PTIX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

140 CANAL VIEW BOULEVARD

(Street)

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

02/19/2014

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

Former SVP Sales/Mktg/Service

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

ROCHESTER, NY 14623

(City) (State) (Zip)

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, \$.01 par value	02/19/2014		D(1)		8,333 (1)	D	(1) 0

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
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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. Amount or Number of Shares of Common Stock
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Statutory Stock Option (Right to Buy)	\$ 2.59	02/19/2014		D ⁽²⁾	35,000 (2)	03/12/2012	(2)	Common Stock, \$.01 par value
Non-Statutory Stock Option (Right to Buy)	\$ 2.97	02/19/2014		D ⁽²⁾	40,000 (2)	01/18/2013	(2)	Common Stock, \$.01 par value
Non-Statutory Stock Option (Right to Buy)	\$ 2.22 ⁽³⁾	02/19/2014		D ⁽³⁾	25,000 (3)	05/06/2014	05/06/2016	Common Stock, \$.01 par value
Non-Statutory Stock Option (Right to Buy)	\$ 1.87 ⁽⁴⁾	02/19/2014		D ⁽⁴⁾	40,000 (4)	01/30/2015	01/30/2017	Common Stock, \$.01 par value
Non-Statutory Stock Option (Right to Buy)	\$ 0.9	02/19/2014		D ⁽⁵⁾	31,667 (5)	02/19/2014	(5)	Common Stock, \$.01 par value
Non-Statutory Stock Option (Right to Buy)	\$ 5.58 ⁽⁶⁾	02/19/2014		D ⁽⁶⁾	20,000 (6)	11/01/2011	11/01/2016	Common Stock, \$.01 par value

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rice J Patrick 140 CANAL VIEW BOULEVARD ROCHESTER, NY 14623	Former SVP Sales/Mktg/Service

Signatures

/s/ J. Patrick
Rice

02/19/2014

**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) Pursuant to the terms of the Agreement and Plan of Merger, dated as of December 12, 2013, among the Company, Sonus Networks, Inc., and Purple Acquisition Subsidiary, Inc. (the "Merger Agreement"), at the effective time of the merger on February 19, 2014, each share of Company common stock outstanding immediately prior to the effective time of the merger was converted into the right to receive \$3.75 in cash.

(2) Pursuant to the terms of the Merger Agreement, prior to the closing of the merger, Mr. Rice conditionally exercised this option, effective upon the closing of the merger on February 19, 2014. Mr. Rice will receive a cash payment from the merger consideration equal to \$3.75 for each share of common stock underlying the option, less the amount of the applicable exercise price of the option and any required tax withholdings.

(3) Pursuant to the terms of the Merger Agreement, prior to the closing of the merger, Mr. Rice conditionally exercised this stock option with respect to 12,500 shares, effective upon the closing of the merger on February 19, 2014. Mr. Rice will receive a cash payment from the merger consideration equal to \$3.75 for each share of common stock underlying the option that was exercised, less the amount of the applicable exercise price of the option and any required tax withholdings. The remaining 12,500 shares subject to the option will be assumed by Sonus and converted automatically into an option denominated in shares of Sonus common stock in an amount and at an exercise price determined by the formula set forth in the Merger Agreement, and will remain subject to the terms and conditions substantially identical to those in effect at the effective time of the merger as provided in the applicable Company stock plan and/or stock option agreement.

(4) Pursuant to the terms of the Merger Agreement, prior to the closing of the merger, Mr. Rice conditionally exercised this stock option with respect to 20,000 shares, effective upon the closing of the merger on February 19, 2014. Mr. Rice will receive a cash payment from the merger consideration equal to \$3.75 for each share of common stock underlying the option that was exercised, less the amount of the applicable exercise price of the option and any required tax withholdings. The remaining 20,000 shares subject to the option will be assumed by Sonus and converted automatically into an option denominated in shares of Sonus common stock in an amount and at an exercise price determined by the formula set forth in the Merger Agreement, and will remain subject to the terms and conditions substantially identical to those in effect at the effective time of the merger as provided in the applicable Company stock plan and/or stock option agreement.

(5) Pursuant to the terms of the Merger Agreement, prior to the closing of the merger, Mr. Rice conditionally exercised this option, which automatically accelerated in full and became effective upon the closing of the merger on February 19, 2014. Mr. Rice will receive a cash payment from the merger consideration equal to \$3.75 for each share of common stock underlying the option, less the amount of the applicable exercise price of the option and any required tax withholdings.

(6) Pursuant to the terms of the Merger Agreement, this option will be assumed by Sonus and converted automatically into an option denominated in shares of Sonus common stock in an amount and at an exercise price determined by the formula set forth in the Merger Agreement, and will remain subject to the terms and conditions substantially identical to those in effect at the effective time of the merger as provided in the applicable Company stock plan and/or stock option agreement.

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.