

DowDuPont Inc.
Form 4
November 08, 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 *
DowDuPont Inc.

2. Issuer Name and Ticker or Trading Symbol
AgroFresh Solutions, Inc. [AGFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2211 H.H. DOW WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2018

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

MIDLAND, MI 48674

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.0001 per share	11/06/2018		P ⁽¹⁾	31,828 A	\$ 5.7037 (2)	20,705,676 I	Through wholly-owned subsidiary
Common Stock, par value \$0.0001 per share	11/07/2018		P ⁽¹⁾	31,339 A	\$ 5.7668 (3)	20,737,015 I	Through wholly-owned subsidiary

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

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(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 (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
DowDuPont Inc. 2211 H.H. DOW WAY MIDLAND, MI 48674		X		
DOW CHEMICAL CO /DE/ 2211 H.H. DOW WAY MIDLAND, MI 48642		X		

Signatures

DOWDUPONT INC., /s/ Amy E. Wilson, Authorized Officer	11/08/2018
__Signature of Reporting Person	Date
THE DOW CHEMICAL COMPANY, /s/ Amy E. Wilson, Authorized Officer	11/08/2018
__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).
- (1) Purchases pursuant to a 10b5-1 plan. Reporting Person agrees to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
 - (2) Weighted average purchase price. All trades occurred at a range of prices from \$5.66 to \$5.76.

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(3) Weighted average purchase price. All trades occurred at a range of prices from \$5.64 to \$5.82.

Remarks:

Exhibit 99.1 Joint Filer Information, incorporated herein by reference.

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. ; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="center">2.5% - 5.0%

0% - 25.0%

5.0% - 7.5%

25.0% - 60.0%

7.5% - 10.0%

60.0% - 100.0%

10.0% - 12.5%

100.0% - 120.0%

The formula provides for a targeted payout of seven and one-half months of salary for Mr. James Morgan; five and one-half months of salary for Mr. Retterath, Mr. R. Kurtenbach and Mr. Wiemann; and 3 months of salary for Dr. Aelred J. Kurtenbach.

Also, effective December 1, 2011, the Board of Directors authorized grants of incentive stock options to purchase shares of the Company's common stock and grants of restricted stock units under the Company's 2007 Stock Incentive Plan (the "Plan") to four of the Named Executive Officers as indicated below.

Each of these new incentive stock options vests annually as to 20% of the shares subject to the option over five years beginning on the first anniversary of the date of grant, has a ten-year term, is subject to the terms and conditions of the Plan, and has an exercise price equal to the fair market value of the Company's common stock on the grant date, which was \$9.24. Each of the new restricted stock units also vests annually as to 20% of the shares subject to the restricted stock unit over five years beginning on the first anniversary of the date of grant and is subject to the terms and conditions of the Plan. Copies of the Plan and the forms of agreements under which these options and restricted stock units were granted are on file with the Securities and Exchange Commission as exhibits to the Company's reports.

The following table described the grants of the options and restricted stock units to four of the Company's Named Executive Officers effective on December 1, 2011:

Name	Title	Incentive Stock Options Shares Underlying Options	Restricted Stock Units Restricted Stock Units
James B. Morgan	Chief Executive Officer	11,500	2,300
William R. Retterath	Chief Financial Officer	11,000	2,200
Bradley T. Wiemann	Vice President	10,500	2,100

Reece A. Kurtenbach	Vice President	10,500	2,100
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

DAKTRONICS, INC.

By: /s/ William R. Retterath
William R. Retterath, Chief Financial Officer
(Principal Financial Officer and Principal
Accounting Officer)

Date: December 2, 2011