

ConforMIS Inc  
Form 4  
December 28, 2016

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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## 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 \*  
Lang Philipp

(Last) (First) (Middle)

C/O CONFORMIS, INC., 28  
CROSBY DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ConforMIS Inc [CFMS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/23/2016

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/23/2016		M		6,320	A	\$ 1.22
Common Stock	12/23/2016		M		6,360	A	\$ 1.22
Common Stock	12/23/2016		M		6,228	A	\$ 4.32
Common Stock	12/23/2016		M		3,000	A	\$ 5.26
Common Stock	12/23/2016		M		2,902	A	\$ 5.26

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Common Stock	12/23/2016		M	2,933	A	\$ 5.5	542,362	D	
Common Stock	12/23/2016		M	2,904	A	\$ 5.5	545,266	D	
Common Stock	12/23/2016		<u>S<sup>(1)</sup></u>	30,647	D	\$ 8.62 <u>(2)</u>	514,619	D	
Common Stock	12/27/2016		M	3,453	A	\$ 1.22	518,072	D	
Common Stock	12/27/2016		M	3,600	A	\$ 1.22	521,672	D	
Common Stock	12/27/2016		M	3,571	A	\$ 4.32	525,243	D	
Common Stock	12/27/2016		M	200	A	\$ 5.26	525,443	D	
Common Stock	12/27/2016		M	200	A	\$ 5.26	525,643	D	
Common Stock	12/27/2016		M	215	A	\$ 5.5	525,858	D	
Common Stock	12/27/2016		M	200	A	\$ 5.5	526,058	D	
Common Stock	12/27/2016		<u>S<sup>(1)</sup></u>	11,439	D	\$ 8.42 <u>(3)</u>	514,619	D	
Common Stock							12,498	I	See footnote. <u>(4)</u>
Common Stock							930,904	I	See footnote. <u>(5)</u>

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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Security			Code	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				V	(A)				
Stock Option (right to buy)	\$ 1.22	12/23/2016	M		6,320	<u>(6)</u>	02/08/2018	Common Stock	6,320
Common Stock	\$ 1.22	12/23/2016	M		6,360	<u>(6)</u>	02/08/2018	Common Stock	6,360
Stock Option (right to buy)	\$ 4.32	12/23/2016	M		6,228	<u>(6)</u>	09/30/2020	Common Stock	6,228
Stock Option (right to buy)	\$ 5.26	12/23/2016	M		3,000	<u>(6)</u>	09/26/2021	Common Stock	3,000
Stock Option (right to buy)	\$ 5.26	12/23/2016	M		2,902	<u>(6)</u>	09/26/2021	Common Stock	2,902
Stock Option (right to buy)	\$ 5.5	12/23/2016	M		2,933	<u>(6)</u>	03/27/2022	Common Stock	2,933
Stock Option (right to buy)	\$ 5.5	12/23/2016	M		2,904	<u>(6)</u>	03/26/2022	Common Stock	2,904
Common Stock	\$ 1.22	12/27/2016	M		3,453	<u>(6)</u>	02/08/2018	Common Stock	3,453
Stock Option (right to buy)	\$ 1.22	12/27/2016	M		3,600	<u>(6)</u>	02/08/2018	Common Stock	3,600
Stock Option (right to buy)	\$ 4.32	12/27/2016	M		3,571	<u>(6)</u>	09/30/2020	Common Stock	3,571
	\$ 5.26	12/27/2016	M		200	<u>(6)</u>	09/26/2021		200

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 5.26	12/27/2016	M	200	(6)	09/26/2021	Common Stock	200	
Stock Option (right to buy)	\$ 5.5	12/27/2016	M	215	(6)	03/27/2022	Common Stock	215	
Stock Option (right to buy)	\$ 5.5	12/27/2016	M	200	(6)	03/26/2022	Common Stock	200	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lang Philipp C/O CONFORMIS, INC. 28 CROSBY DRIVE BEDFORD, MA 01730	X			

## Signatures

/s/ David Cerveny,  
Attorney-in-Fact

12/28/2016

\_\_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) This sale was made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.  
The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$8.27-\$8.91, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
  - (2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$8.26-\$8.64, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
  - (3) The shares are held directly by the Reporting Person's children.  
The shares are held directly by the NP Irrevocable Trust udt dated 12/28/12. The Reporting Person's immediate family members are
  - (5) beneficiaries of the NP Irrevocable Trust udt dated 12/28/12, and the Reporting Person disclaims beneficial ownership of all shares except to the extent of his pecuniary interest therein.

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(6) This option is fully vested.

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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