

Dunfield Roger
 Form 4
 February 14, 2018

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

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 *
 Dunfield Roger

(Last) (First) (Middle)
 116 TAYLOR STREET
 (Street)

SANTA CRUZ, CA 95060

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SMTC CORP [SMTX]

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2018

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 Financial 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/12/2018		M ⁽¹⁾	31,746 A	59,524	D	

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 number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Dunfield Roger - Form 4

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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(2)	02/12/2018		M	31,746	02/12/2018	02/12/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 1.23	05/15/2017		A	335,929	(3)	05/15/2027	Common Stock
Restricted Stock Units	(2)	12/12/2016		A	25,376	12/12/2019	12/12/2019	Common Stock
Employee Stock Options	\$ 1.33	12/12/2016		A	71,156	(3)	05/15/2027	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunfield Roger 116 TAYLOR STREET SANTA CRUZ, CA 95060			Chief Financial Officer	

Signatures

/s/ Roger Dunfield 02/14/2018

**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) This transaction represents the settlement of a restricted stock unit award granted on February 12, 2016 into shares of SMTC Corporation's common stock on its scheduled vesting date, and does not represent an open market purchase transaction.

(2) Restricted stock units convert into shares of SMTC Corporation's common stock on a one-for-one basis.

The stock options become exercisable, if at all, in five one-fifth (20%) of the covered shares upon the average closing share price of

(3) SMTC Corporation's common stock on the NASDAQ Stock Market is above each of \$2.00, \$3.00, \$4.00, \$5.00 and \$6.00 per share for a 90 day period, subject to continued employment by the holder with SMTC Corporation during such period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: Dunfield Roger - Form 4

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.