

BIO-TECHNE Corp  
 Form 4  
 July 12, 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

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 \*  
 Gould Kevin S

(Last) (First) (Middle)

2948 WAUNETA STREET

(Street)

NEWBURY PARK, CA 91320

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 BIO-TECHNE Corp [TECH]

3. Date of Earliest Transaction (Month/Day/Year)  
 07/09/2016

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)

SVP Clinical Controls

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_X\_ 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                    | 07/09/2016                           |  | F                              | 309 <sup>(1)</sup> D  | \$ 115.17   | 2,191 <sup>(2)</sup> D                                   | 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) | 8. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

|                              |          |  |  | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|------------------------------|----------|--|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Stock Options (Right to buy) | \$ 97.23 |  |  |      |   |     |     | (3)              | 07/09/2022      | Common Stock | 50,000                     |
| Stock Options (Right to buy) | \$ 97.23 |  |  |      |   |     |     | (4)              | 07/09/2022      | Common Stock | 15,000                     |
| Stock Options (Right to buy) | \$ 88.23 |  |  |      |   |     |     | (5)              | 01/04/2023      | Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Gould Kevin S<br>2948 WAUNETA STREET<br>NEWBURY PARK, CA 91320 |               |           | SVP Clinical Controls |       |

## Signatures

/s/ Brenda S. Furlow, attorney in fact for Kevin Gould pursuant to Power of Attorney filed here with 07/12/2016

\_\_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) 1. The reporting person has elected to satisfy his tax withholding obligation in connection with the vesting of a prior restricted stock unit grant by directing the Company to withhold shares otherwise issuable pursuant to the previously reported grant.
  - (2) 2. Includes 833 shares of restricted stock units that vest on 7/9/17 and 834 shares of restricted stock units that vest on 7/9/18.
  - (3) 4. 50,000 common stock options vest if certain performance goals are achieved for the 12 months ending 05/31/2018.

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(4) 3. Vests as to 3,750 shares on each of 07/09/16, 07/09/17, 07/09/18 and 07/09/19.

(5) 5. Vests as to 2,500 shares on each of 01/04/2017, 01/04/2018, 01/04/2019 and 01/04/2020.

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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