

HESKA CORP  
Form 4  
March 28, 2014

# 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 \*  
GRIEVE ROBERT B

(Last) (First) (Middle)

3760 ROCKY MOUNTAIN AVENUE

(Street)

LOVELAND, CO 80538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HESKA CORP [HSKA]

3. Date of Earliest Transaction (Month/Day/Year)  
03/26/2014

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 Executive 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 03/26/2014                           |  | A                              | (A) or (D)<br>Amount<br>24,355<br>(5)                             | \$ 0 111,034 (1)  | D  |   |
| Common Stock                    | 03/26/2014                           |  | A                              | (A) or (D)<br>Amount<br>15,645<br>(6)                             | \$ 0 126,679 (1)  | D  |   |
| Common Stock                    | 03/26/2014                           |  | A                              | (A) or (D)<br>Amount<br>5,715<br>(7)                              | \$ 0 132,394 (1)  | D  |   |
| Common Stock                    | 03/26/2014                           |  | A                              | (A) or (D)<br>Amount<br>2,857<br>(8)                              | \$ 0 135,251 (1)  | D  |   |
| Common Stock                    | 03/26/2014                           |  | A                              | (A) or (D)<br>Amount<br>15,000<br>(9)                             | \$ 0 150,251 (1)  | D  |   |



## 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) Includes one share jointly owned with Jason Napolitano.
- (2) Gifts under the Uniform Gifts to Minors Act to minor daughter (Megan Grieve) who shares reporting person's household. The reporting person is the custodian of such shares but disclaims beneficial ownership of these shares.
- (3) Gifts under the Uniform Gifts to Minors Act to minor daughter (Madeline Grieve). The reporting person is the custodian of such shares but disclaims beneficial ownership of these shares.
- (4) Dr. Grieve disclaims beneficial ownership of all securities of the Issuer owned by his wife.

(5) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement between Dr. Grieve and Heska Corporation ("Heska") effective as of March 26, 2014 (the "Employment Agreement"). Grant is in accordance with Heska's 2003 Equity Incentive Plan and is one of two grants for the Transition Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(6) Restricted stock award subject to time-based vesting as outlined below and further described in the Employment Agreement. Grant is in accordance with Heska's 1997 Stock Incentive Plan and is one of two grants for the Transition Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(7) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement. Grant is for the First In-Lieu Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(8) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement. Grant is for the Second In-Lieu Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

(9) Restricted stock award subject to time-based service vesting as outlined below and further described in the Employment Agreement. Grant is for the Third In-Lieu Award, as defined in the Employment Agreement. Grant is to vest in full on April 30, 2017.

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.