

AMERICAN SCIENCE &amp; ENGINEERING, INC.

Form 4

September 12, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Levine Lanning L

(Last) (First) (Middle)

C/O AMERICAN SCIENCE AND  
ENGINEERING,, INC., 829  
MIDDLESEX TURNPIKE

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
AMERICAN SCIENCE &  
ENGINEERING, INC. [ASEI]

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

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, Human Resources

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	09/09/2016		D	2,894 D	\$ 37 (1) 0	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)**

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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. Pr Deriv Secur (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	09/09/2016		D		1,562		(2)	(2)	Common Stock	1,562	(2)
Restricted Stock Units	(2)	09/09/2016		D		2,753		(2)	(2)	Common Stock	2,753	(2)
Restricted Stock Units	(2)	09/09/2016		D		2,223		(2)	(2)	Common Stock	2,223	(2)
Restricted Stock Units	(2)	09/09/2016		D		2,847		(2)	(2)	Common Stock	2,847	(2)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Levine Lanning L C/O AMERICAN SCIENCE AND ENGINEERING, INC., 829 MIDDLESEX TURNPIKE BILLERICA, MA 01821	SVP, Human Resources

## Signatures

/s/ Michael J. Muscatello, as attorney-in-fact for Lanning L.  
Levine

09/12/2016

\*\*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) On September 9, 2016, pursuant to the Agreement and Plan of Merger among the issuer, OSI Systems, Inc. ("Buyer") and Apple Merger Sub, Inc., a wholly owned subsidiary of Buyer ("Merger Sub"), dated June 20, 2016 (the "Merger Agreement"), Merger Sub merged with and into the issuer (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of Buyer. Pursuant to the Merger Agreement, at the effective time of the Merger, the shares automatically converted into the right to receive \$37.00 per share in cash.

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- This Restricted Stock Unit award (the "RSU") was assumed by Buyer and converted in the Merger into restricted stock units of Buyer ("Assumed RSUs") covering a number of shares of Buyer common stock equal to the product of (i) the total number of shares of issuer
- (2) common stock then underlying such issuer RSU multiplied by (ii) the quotient obtained by dividing (x) \$37.00 by (y) the average closing sales price for a share of Buyer common stock on Nasdaq for the ten (10) consecutive trading days ending with, and including, September 7, 2016. Each Assumed RSU is subject to the same terms and conditions as were applicable under such issuer RSU.

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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