

AMERICAN SCIENCE & 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Muscatello Michael J

(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)
Gen. Counsel, VP & Secretary

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	1,824 D	\$ 37 (1) 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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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. 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		2,658		(2)	(2)	Common Stock	2,658	9
Restricted Stock Units	(2)	09/09/2016		D		2,148		(2)	(2)	Common Stock	2,148	9
Restricted Stock Units	(2)	09/09/2016		D		2,750		(2)	(2)	Common Stock	2,750	9

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Muscatello Michael J C/O AMERICAN SCIENCE AND ENGINEERING, INC., 829 MIDDLESEX TURNPIKE BILLERICA, MA 01821	Gen. Counsel, VP & Secretary

Signatures

/s/ Elspeth Grant-Pruett, as attorney-in-fact for Michael J.
Muscatello

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.

(2) 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 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.

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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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