

CASHMAN JAMES E III
Form 4
May 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
CASHMAN JAMES E III

(Last) (First) (Middle)

2600 ANSYS
DRIVE, SOUTHPOINTE

(Street)

CANONSBURG, PA 15367

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANSYS INC [ANSS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2018

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)

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)
			Code	V Amount or Price			
Common Stock	05/02/2018		M	30,000 (1) A \$ 58.67	390,506 (2)	D	
Common Stock	05/02/2018		S	12,592 (1) D (3)	377,914 (2)	D	
Common Stock	05/02/2018		S	17,207 (1) D (4)	360,707 (2)	D	
Common Stock	05/02/2018		S	201 (1) D (5)	360,506 (2)	D	
Common Stock					64,500	I	Reflects shares held in a family

limited partnership.

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)

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. Amount or Number of Shares
Option To Purchase	\$ 58.67	05/02/2018		M	30,000	<u>(6)</u> 11/14/2021	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASHMAN JAMES E III 2600 ANSYS DRIVE SOUTHPOINTE CANONSBURG, PA 15367				

Signatures

Janet Lee,
Attorney-in-Fact 05/03/2018

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) Pursuant to a currently effective Rule 10b5-1 plan.
- (2) Includes 33,658 Restricted Stock Units.

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(3) The trade was executed in a series of transactions with a price range of \$159.89 to \$160.88, inclusive, with a weighted average price of \$160.54. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4) The trade was executed in a series of transactions with a price range of \$160.89 to \$161.86, inclusive, with a weighted average price of \$161.31. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) The trade was executed in a series of transactions with a price range of \$161.92 to \$161.94, inclusive, with a weighted average price of \$161.93. The reporting person undertakes to provide to ANSYS, Inc., any security holder of ANSYS, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(6) The option grant of 75,000 shares granted on 11/14/2011 vested 25% annually in equal installments beginning on the first anniversary of the grant.

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. **HE BOARD?**

As I said, we believe Bel Fuse is nominating candidates to Pulse's Board for one reason only: to advance its unsolicited, opportunistic and uncertain proposal. Another important factor to consider is that Bel Fuse is a direct competitor of Pulse. Given Board members have access to a company's proprietary intellectual property and most confidential competitive information, it is highly unusual for a company to have directors on its Board who were nominated by a direct competitor. This is especially true in an extremely competitive technology sector like ours. In our business, intellectual property is the lifeblood of our success, and sensitive information like our trade secrets is discussed openly among our Board members. Given this, I believe there are serious and unnecessary risks in having representatives hand-picked by Bel Fuse on our Board.

ARE YOU OPPOSED TO SELLING PULSE AT ANY PRICE?

No. We are not opposed to industry consolidation, and we're always open to opportunities that are in the best interest of all Pulse shareholders. We carefully review any proposal that we get, and we are always focused on the question... is this in the best interests of shareholders? We feel strongly that the answer is No to Bel Fuse's uncertain and opportunistic proposal. We have no doubt that Pulse shareholders not Bel Fuse should reap the benefits of our bright future. All of us are highly motivated to maximize shareholder value.

HOW DO I VOTE?

There are a few ways to vote if you want to support Pulse. First, you will need the enclosed **WHITE** proxy card. We've sent you a few of these cards. You can use any one of them. You'll see on the **WHITE** card instructions for how to vote in three different ways. You can pick to vote by telephone, Internet, or by mail. Under no circumstances should you use Bel Fuse's gold card. You can put it in the recycling bin. Thank you.

VOTE THE WHITE CARD FOR ALL OF PULSE S DIRECTOR NOMINEES TODAY. If you have questions about how to vote your shares on the WHITE proxy card, or need additional assistance, please contact the firm assisting us in the solicitation of proxies: Innisfree M&A Incorporated Stockholders Call Toll-Free: (888) 750-5834 Banks and Brokers Call Collect: (212) 750-5833 SAFE HARBOR This document contains statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 and involve a number of risks and uncertainties. These forward-looking statements are based on the Company s current information and expectations. There can be no assurance the forward-looking statements will be achieved. Actual results may differ materially due to the risk factors listed from time to time in the Company s SEC reports including, but not limited to, those discussed in the Company s Form 10-K for the year ended December 31, 2010 in Item 1a under the caption Factors That May Affect Our Future Results (Cautionary Statements for Purposes of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995). All such risk factors are incorporated herein by reference as though set forth in full. The Company undertakes no obligation to update any forward looking statement.

DING-LEFT: 5.4pt; PADDING-BOTTOM: 0in; PADDING-TOP: 0in; BORDER-BOTTOM: black 1pt solid; HEIGHT: 0.3in" vAlign=top colSpan=2>

Percent of Class Represented by Amount in Row (9)*

Seneca Capital International, Ltd. 0.0%

Seneca Capital Investments, LLC 0.0%

Douglas A. Hirsch 0.0%

Refer to Item 4 below.

CUSIP NO. **897051108**

12 Type of Reporting Person (See Instructions)

Seneca Capital International, Ltd. - CO

Seneca Capital Investments, LLC - OO (Limited Liability Company)

Douglas A. Hirsch - IN

Item 1.

- (a) Name of Issuer
Tronox Incorporated
- (b) Address of Issuer's Principal Executive Offices
123 Robert S. Kerr Avenue, Oklahoma City, OK 73102

Item 2.

- (a) Name of Person Filing
Seneca Capital International, Ltd.

Seneca Capital Investments, LLC

Douglas A. Hirsch
- (b) Address of Principal Business Office or, if none, Residence
Seneca Capital International, Ltd.

P.O. Box HM 2257

Par La Ville Place

14 Par La Ville Road

Hamilton HM JX, Bermuda
Cayman Islands, British West Indies

Seneca Capital Investments, LLC

590 Madison Avenue, 28th Floor

New York, NY 10022

Douglas A. Hirsch

c/o Seneca Capital Investments, LLC

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590 Madison Avenue, 28th Floor

New York, NY 10022

- (c) Citizenship
Seneca Capital International, Ltd. Cayman Islands, British West Indies

Seneca Capital Investments, LLC - Delaware

Douglas A. Hirsch - United States

- (d) Title of Class of Securities
Class A Common Stock, par value \$0.01 per share

- (e) CUSIP Number
897051108

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CUSIP NO. **897051108**

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned
 - Seneca Capital International, Ltd. 0 shares

 - Seneca Capital Investments, LLC 0 shares

 - Douglas A. Hirsch 0 shares
- (b) Percent of Class
 - Seneca Capital International, Ltd. 0.0%

 - Seneca Capital Investments, LLC 0.0%

 - Douglas A. Hirsch 0.0%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote
 - Seneca Capital International, Ltd. - 0 shares

 - Seneca Capital Investments, LLC - 0 shares

 - Douglas A. Hirsch - 0 shares
 - (ii) shared power to vote or to direct the vote

CUSIP NO. **897051108**

- Seneca Capital International, Ltd. 0 shares
- Seneca Capital Investments, LLC 0 shares
- (iii) Douglas A. Hirsch 0 shares
sole power to dispose or to direct the disposition of
Seneca Capital International, Ltd. - 0 shares
Seneca Capital Investments, LLC - 0 shares
- (iv) Douglas A. Hirsch - 0 shares
shared power to dispose or to direct the disposition of
Seneca Capital International, Ltd. 0 shares
Seneca Capital Investments, LLC 0 shares
Douglas A. Hirsch 0 shares

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. **897051108**

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

February 13, 2007

SENECA CAPITAL INTERNATIONAL, LTD.

By: Seneca Capital Investments, LLC, its Investment Advisor

By: /s/ Douglas A. Hirsch

Douglas A. Hirsch
Managing Member

SENECA CAPITAL INVESTMENTS, LLC

By: /s/ Douglas A. Hirsch

Douglas A. Hirsch

Managing Member

DOUGLAS A. HIRSCH

/s/ Douglas A. Hirsch

Douglas A. Hirsch, individually

CUSIP NO. 897051108

Exhibit 1

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of December 7, 2005, is by and between Seneca Capital International, Ltd., Seneca Capital Investments, LLC and Douglas A. Hirsch, an individual (the foregoing are collectively referred to herein as the "Seneca Filers").

Each of the Seneca Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G with respect to shares of Class A Common Stock, par value \$0.01 per share, of Tronox Incorporated beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Seneca Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Seneca Filers upon one week's prior written notice or such lesser period of notice as the Seneca Filers may mutually agree.

Executed and delivered as of the date first above written.

SENECA CAPITAL INTERNATIONAL, LTD.

By: /s/ Jennifer M. Kelly

Jennifer M. Kelly, a Director

Seneca Capital Investments, LLC

By: /s/ Douglas A. Hirsch

Douglas A. Hirsch, Managing Member

DOUGLAS A. HIRSCH

/s/ Douglas A. Hirsch

Douglas A. Hirsch, individually