

Holmes George B  
Form 4  
March 16, 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 \*  
Holmes George B

(Last) (First) (Middle)

C/O RESONANT INC., 110  
CASTILIAN DRIVE, SUITE 100

(Street)

GOLETA, CA 93117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Resonant Inc [RESN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/14/2018

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 03/14/2018                           |  | M                              |   | 27,000  | A  | 11                                |
| Common Stock                    | 03/14/2018                           |  | M                              |   | 7,917   | A  | 11                                |
| Common Stock                    | 03/14/2018                           |  | M                              |   | 7,488   | A  | 11                                |
| Common Stock                    | 03/15/2018                           |  | S(2)                           |   | 12,540  | D  | \$<br>4.4487                      |
|                                 |                                      |  |                                |   | (3)   |  |                                   |

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (1)  | 03/14/2018                           |  | M                              | 27,000  | (4) (4)  | Common Stock  | 27,000                        |
| Restricted Stock Units                     | (1)  | 03/14/2018                           |  | M                              | 7,917   | (5) (5)  | Common Stock  | 7,917                         |
| Restricted Stock Units                     | (1)  | 03/14/2018                           |  | M                              | 7,488   | (6) (6)  | Common Stock  | 7,488                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Holmes George B<br>C/O RESONANT INC.<br>110 CASTILIAN DRIVE, SUITE 100<br>GOLETA, CA 93117 | X             |           | Chief Executive Officer |       |

## Signatures

/s/Jeffrey Killian,  
Attorney-In-Fact  
03/16/2018

\*\*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) Each restricted stock unit represents a contingent right to receive one share of Resonant common stock.

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- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person to satisfy the reporting person's tax withholding obligations upon the delivery of vested restricted stock units.

- (3) This transaction was executed in multiple trades at prices ranging from \$4.35 to \$4.49. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (4) 27,000 shares vested on each of July 1, 2016, October 1, 2016 and January 1, 2017, and 9,000 shares will vest on the first business day of each subsequent calendar quarter, commencing April 1, 2017, until fully vested. The Reporting Person elected to defer until March 14, 2018 receipt of the 27,000 shares vesting prior to that date.

- (5) 7,917 shares vested on each of July 1, 2016, October 1, 2016 and January 1, 2017, and 2,639 shares will vest on the first business day of each subsequent calendar quarter, commencing April 1, 2017, until fully vested. The Reporting Person elected to defer until March 14, 2018 receipt of the 7,917 shares vesting prior to that date.

- (6) 22,465 shares vested on October 4, 2016, 7,489 shares vested on January 1, 2017, and 2,496 shares will vest on the first business day of each subsequent calendar quarter, commencing April 1, 2017, until fully vested. The Reporting Person elected to defer until March 14, 2018 receipt of the 7,488 shares vesting prior to that date.

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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