SEC Form 4

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Estimated average burden

hours per response: 0.5

3235-0287

OMB Number:

OMB APPROVAL

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\*  [Jonaitis Mark S.](https://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001695264) | | | | | | 2. Issuer Name **and** Ticker or Trading Symbol  [Varex Imaging Corp](https://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001681622) [ VREX ] | | | | | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title Other (specify below) below)  SVP and GM, X-Ray Sources | | | | | | | |  |
| (Last) (First) (Middle)  C/O VAREX IMAGING CORP | | | | | | 3. Date of Earliest Transaction (Month/Day/Year)  02/15/2022 | | | | | | | | | | | | |
| 1678 S. PIONEER ROAD | | | | | |  | | | | | | | | | | | | |
| (Street) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person | | | | | | | |  |
| SALT LAKE UT 84104 | | | | | |  | | | | | | | | | | | | |
| CITY | | | | | |  | | | | | | | | | | | | |
| (City) (State) (Zip) | | | | | |  | | | | | | | | | | | | |
| **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** | | **(A) or**  **(D)** | | **Price** | | |
| Common Stock | | | | 02/15/2022 | | |  | | | | M |  | | 1,147 | | A | | (1) | | | 46,707(2) | | D | |  | |  |
| Common Stock | | | | 02/15/2022 | | |  | | | | M |  | | 1,354 | | A | | (1) | | | 48,061 | | D | |  | |  |
| Common Stock | | | | 02/15/2022 | | |  | | | | M |  | | 4,890 | | A | | (1) | | | 52,951 | | D | |  | |  |
| Common Stock | | | | 02/15/2022 | | |  | | | | F |  | | 3,488(3) | | D | | $23.47 | | | 49,463 | | D | |  | |  |
| **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 Securities Underlying Derivative Security (Instr. 3 and 4)** | | | | | **8. Price of Derivative Security (Instr. 5)** | | **9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)** | | **10.**  **Ownership Form: Direct (D) or Indirect**  **(I) (Instr. 4)** | | **11. Nature of Indirect Beneficial Ownership (Instr. 4)** | |
| **Code** | | **V** | **(A)** | **(D)** | **Date Exercisable** | | | **Expiration Date** | | **Title** | | **Amount or Number of Shares** | | |
| Restricted Stock Units | (1) | 02/15/2022 |  | | M | |  |  | 1,147 | (4) | | | (4) | | Common Stock | | 1,147 | | | $0 | | 0 | | D | |  | |
| Restricted Stock Units | (1) | 02/15/2022 |  | | M | |  |  | 1,354 | (5) | | | (5) | | Common Stock | | 1,354 | | | $0 | | 1,354 | | D | |  | |
| Restricted Stock Units | (1) | 02/15/2022 |  | | M | |  |  | 4,890 | (6) | | | (6) | | Common Stock | | 4,890 | | | $0 | | 4,890 | | D | |  | |

**Explanation of Responses:**

1. Each Restricted Stock Unit converts into common stock on a one-for-one basis.
2. Amount of securities beneficially owned at end of reporting period reflect 2,185 shares purchased under the Varex Imaging Corporation 2017 Employee Stock Purchase Plan.
3. These shares represent shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the Restricted Stock Units reported herein.
4. The Restricted Stock Units granted on February 15, 2018 vest 25% each year for four years beginning on February 15, 2019. Vested shares will be delivered to the reporting person upon vest date.
5. The Restricted Stock Units granted on February 15, 2019 vest 25% each year for four years beginning on February 15, 2020. Vested shares will be delivered to the reporting person upon vest date.
6. The Restricted Stock Units granted on February 18, 2020 vest 50% on February 15, 2022 and 50% on February 15, 2024. Vested shares will be delivered to the reporting person upon vest date.

**Remarks:**

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

\* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

/s/ Mark S. Jonaitis 02/17/2022

\*\* Signature of Reporting Person Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**