SEC Form 4

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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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

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| 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)  12/09/2022 | | | | | | | | | | | | | |
| 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** | | |
| **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** | | |
| Non- Qualified Stock Option (right to buy) | $22.13 | 12/09/2022 |  | | A | |  | | 27,033 |  | (1) | | | 12/09/2032 | | Common Stock | | 27,033 | | | $0 | | 27,033 | | D | |  | |
| Restricted Stock Units | (2) | 12/09/2022 |  | | A | |  | | 13,046 |  | (3) | | | (3) | | Common Stock | | 13,046 | | | $0 | | 13,046 | | D | |  | |

**Explanation of Responses:**

1. These Performance Stock Options are subject to a four-year vesting schedule. 25% of the total number of options vest on December 10, 2023, and the remaining options vest monthly thereafter on the 10th day of each month on a pro rata basis.
2. Each Restricted Stock Unit converts into common stock on a one-for-one basis.
3. These Restricted Stock Units granted on December 9, 2022 vest 50% on December 10, 2024 and 50% on December 10, 2026. 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 12/13/2022

\*\* 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.**