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

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| 1. Name and Address of Reporting Person\*  [Rosebrough Walter M Jr](https://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001413087) | | | | | | | 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)  X Director 10% Owner Officer (give title Other (specify  below) below) | | | | | | | |  |
| (Last) (First) (Middle)  C/O VAREX IMAGING CORP | | | | | | | 3. Date of Earliest Transaction (Month/Day/Year)  02/09/2023 | | | | | | | | | | | | | |
| 1678 S. PIONEER ROAD | | | | | | |  | | | | | | | | | | | | | |
|  | | | | | | | 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 | | | | | | | |  |
| (Street) | | | | | | |  | | | | | | | | | | | | | |
| SALT LAKE CITY | | UT | | 84104 |  |  |  | | | | | | | | | | | | | |
| (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 | | | | | 02/13/2023 | | | |  | | | | M |  | | 6,160 | | A | | (1) | | | 28,861 | | 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** | | |
| Deferred Stock Units | (1) | | 02/09/2023 |  | | A | |  | | 10,339 |  | (2) | | | (2) | | Common Stock | | 10,339 | | | $0 | | 10,339 | | D | |  | |
| Deferred Stock Units | (1) | | 02/13/2023 |  | | M | |  | |  | 6,160 | (3) | | | (3) | | Common Stock | | 6,160 | | | $0 | | 0 | | D | |  | |

**Explanation of Responses:**

1. Each Deferred Stock Unit converts into common stock on a one-for-one basis.
2. These Deferred Stock Units vest 100% on the earlier of (i) the one-year anniversary of the date of the grant and (ii) the next annual meeting of stockholders that occurs after the date of grant. Vested shares will be delivered to the reporting person upon the earlier of (i) the third anniversary of the date of grant (ii) a change in control or (iii) the reporting person's termination of service for any reason.
3. These Deferred Stock Units vested on February 13, 2021. There was an inadvertently discrepancy in the originally filed Form 4 that showed the distribution date as February 15, 2023. Pursuant to the terms of the applicable grant agreement, delivery of the vested Deferred Stock Units, in the form of common stock, was made on February 13, 2023.

**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/ Walter M. Rosebrough Jr. 02/13/2023

\*\* 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.**