

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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* <u>Giambattista Brian W</u> (Last) (First) (Middle) <u>C/O VAREX IMAGING CORP.</u> <u>1678 S. PIONEER ROAD</u> (Street) <u>SALT LAKE CITY UT 84104</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Varex Imaging Corp [VREX]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP and GM, X-ray Detectors</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/14/2020		M		1,203	A	\$0 ⁽¹⁾	1,203	D	
Common Stock	02/14/2020		M		1,420	A	\$0 ⁽¹⁾	2,623	D	
Common Stock	02/14/2020		F		1,070 ⁽²⁾	D	\$25.89	1,553	D	
Common Stock	02/18/2020		S		1,553	D	\$25.29 ⁽³⁾	0	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		Date Exercisable	Expiration Date					
Restricted Stock Units	(1)	02/14/2020		M		1,203	(4)	(4)	Common Stock	1,203	\$0	2,406	D
Restricted Stock Units	(1)	02/14/2020		M		1,420	(5)	(5)	Common Stock	1,420	\$0	4,260	D

Explanation of Responses:

- Each Restricted Stock Unit converts into common stock on a one-for-one basis.
- 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.
- The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on June 05, 2019. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.92 to \$25.78. The reporting person undertakes to provide Varex Imaging Corporation, any security holder of Varex Imaging Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- These 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.
- These 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.

Remarks:

/s/ Brian W Giambattista 02/19/2020

** Signature of Reporting Person Date

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).

** 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.