

**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

<b>1. Name and Address of Reporting Person*</b> <u>VERHOEF CLARENCE R</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)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Varex Imaging Corp [ VREX ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/14/2020</u>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>SVP &amp; Chief Financial Officer</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X 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		2,413	A	\$0 <sup>(1)</sup>	24,434 <sup>(2)</sup>	D	
Common Stock	02/14/2020		M		1,820	A	\$0 <sup>(1)</sup>	26,254	D	
Common Stock	02/14/2020		M		2,149	A	\$0 <sup>(1)</sup>	28,403	D	
Common Stock	02/14/2020		F		2,008 <sup>(3)</sup>	D	\$25.89	26,395	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		2,413	(4)	(4)	Common Stock 2,413	\$0	2,414	D	
Restricted Stock Units	(1)	02/14/2020		M		1,820	(5)	(5)	Common Stock 1,820	\$0	3,640	D	
Restricted Stock Units	(1)	02/14/2020		M		2,149	(6)	(6)	Common Stock 2,149	\$0	6,447	D	

**Explanation of Responses:**

- Each Restricted Stock Unit converts into common stock on a one-for-one basis.
- Amount of securities beneficially owned at end of reporting period reflect 70 shares purchased under the Varex Imaging Corporation 2017 Employee Stock Purchase Plan.
- 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.
- These Restricted Stock Units granted on February 16, 2017 vest 25% each year for four years beginning on February 15, 2018. Vested shares will be delivered to the reporting person upon vest date.
- 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/ Clarence R Verhoef

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.**

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