

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>REINHARDT ERICH R</u>			2. Issuer Name and Ticker or Trading Symbol <u>Varex Imaging Corp [VREX]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2020</u>			
C/O VAREX IMAGING CORP 1678 S. PIONEER ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)		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	
(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	02/14/2020		M		15,074	A	\$23.24	28,149	D	
Common Stock	02/14/2020		S		15,074	D	\$25.91 ⁽¹⁾	13,075	D	
Common Stock	02/14/2020		M		5,148	A	⁽²⁾	18,223	D	
Common Stock	02/14/2020		F		138 ⁽³⁾	D	\$25.89	18,085	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	⁽²⁾	02/13/2020		A		6,160		⁽⁴⁾	⁽⁴⁾	Common Stock	6,160	\$0	6,160	D	
Non-Qualified Stock Option (right to buy)	\$23.24	02/14/2020		M			15,074	⁽⁵⁾	02/15/2020	Common Stock	15,074	\$0	0	D	
Deferred Stock Units	⁽²⁾	02/14/2020		M			5,148	⁽⁶⁾	⁽⁶⁾	Common Stock	5,148	\$0	0	D	

Explanation of Responses:

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.69 to \$26.18. 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.
- Each Deferred 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 Deferred Stock Units reported herein.
- These Deferred Stock Units vest 100% on the earlier of (i) the one-year anniversary of the date of the grant and (ii) the date of the first annual meeting following the date of grant. Vested shares will be delivered to the reporting person upon the earlier of (i) February 15, 2023, (ii) a change in control or (iii) the reporting person's termination of service for any reason.
- Option vested 100% immediately on February 15, 2013.
- These Deferred Stock Units vested in four equal quarterly installments over a 12 month period beginning February 16, 2017. 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 14, 2020.

Remarks:

/s/ Kimberley Honeysett -
 attorney in fact -

02/18/2020

** 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.