SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

1. Name and Address of Reporting Person* Morof Howard N	2. Issuer Name **and** Ticker or Trading Symbol Altair Engineering Inc. [ALTR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O ALTAIR ENGINEERING INC. 1820 E. BIG BEAVER ROAD	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2020	Director / 10% Owner / X Officer (give title below) / Other (specify below) / Chief Financial Officer
(Street) TROY MI 48083	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
(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			
Class A Common Stock	06/10/2020		M		6,806	A	$5.18	12,198[1]	D	
Class A Common Stock	06/10/2020		M		968	A	$3.64	13,166[1]	D	
Class A Common Stock								321,781	I	By Howard N. Morof Revocable Trust dated August 7, 1992[2]
Class A Common Stock								141,080	I	By Howard N. Morof Irrevocable Grantor Trust dated September 11, 2017[2]

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				
Stock Option (right to buy)	$5.18	06/10/2020		M			6,806	[3]	06/09/2027	Class A Common Stock	6,806	$0.00	6,806	D	
Stock Option (right to buy)	$3.64	06/10/2020		M			968	[4]	05/17/2026	Class A Common Stock	968	$0.00	0	D	

Explanation of Responses:

1. Includes 5,392 Class A Common Stock restricted stock units that are unvested.

2. The Reporting Person serves as trustee. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

3. The options vest in 4 equal annual installments commencing June 9, 2018.

4. This option is fully vested.

Remarks:

/s/ Raoul Maitra, attorney-in-fact for Howard N. Morof   06/12/2020

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.