SEC Form 4

FORM 4

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

☐

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Hopper Jonathan Mark	Vericel Corp [VCEL]	

(Last)	(First)	(Middle)
C/O VERICEL CORPORATION		
64 SIDNEY STREET		

2. Issuer Name and Ticker or Trading Symbol: Vericel Corp [VCEL]

3. Date of Earliest Transaction (Month/Day/Year) 02/19/2021

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director	10% Owner
X Officer (give title below)	Other (specify below)

Chief Medical Officer

(Street)		
CAMBRIDGE	MA	02139

| (City) | (State) | (Zip) |

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

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			

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)	$51.4	02/19/2021		A		2,823		(1)	02/19/2031	Common Stock	2,823	$0	2,823	D	
Stock Option (right to buy)	$51.4	02/19/2021		A		57,177		(1)	02/19/2031	Common Stock	57,177	$0	57,177	D	
Restricted Stock Unit	(2)	02/19/2021		A		7,000		(3)	(4)	Common Stock	7,000	$0	7,000	D	

Explanation of Responses:

1. These options shall begin vesting on February 19, 2021 and shall vest and become exercisable in equal quarterly installments over the course of the following four (4) year period.

2. Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of common stock of Vericel Corporation.

3. These RSUs vest in four annual installments with the initial vesting of RSUs granted to the Reporting Person on February 19, 2022. The remaining RSUs will vest in annual installments on February 19, 2023, February 19, 2024, and February 19, 2025, respectively.

4. No expiration date for this type of award.

Remarks:

/s/ Jonathan Hopper | 02/22/2021

** 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.