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

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)

1. Name and Address of Reporting Person[*]

Halpin Michael

(Last)	(First)	(Middle)

C/O VERICEL CORPORATION
64 SIDNEY STREET

(Street)

CAMBRIDGE	MA	02139

(City)	(State)	(Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

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

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

Chief Operating Officer

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			
Common Stock	02/06/2021		M		1,875	A	$0[(1)]	4,345	D	
Common Stock	02/06/2021		F		892[(2)]	D	$47.18	3,453	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				
Restricted Stock Unit	[(3)]	02/06/2021		M			1,875	[(4)]	[(5)]	Common Stock	1,875	$47.18	3,750	D	

Explanation of Responses:

1. The shares of common stock were acquired by the Reporting person as a result of the vesting of RSUs granted to the Reporting Person on February 6, 2019. The remaining RSUs will vest in annual installments on February 6, 2022, and February 6, 2023, respectively.

2. These shares were withheld by the Issuer to satisfy the tax withholding requirements in connection with the vesting of Restricted Stock Units.

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

4. The shares of common stock were acquired by the Reporting Person as a result of the vesting of RSUs granted to the Reporting Person on February 6, 2019. The remaining RSUs will vest in annual installments on February 6, 2022, and February 6, 2023, respectively.

5. No expiration date for this type of award.

Remarks:

/s/ Michael Halpin   02/08/2021
** 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.