

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Wotton Paul K</u> (Last) (First) (Middle) <u>C/O VERICEL CORPORATION</u> <u>64 SIDNEY STREET</u> (Street) <u>CAMBRIDGE MA 02139</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vericel Corp [VCEL]</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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/18/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	06/18/2018		M		5,000	A	\$3.74	5,000	D	
Common Stock	06/18/2018		M		10,000	A	\$2.76	15,000	D	
Common Stock	06/18/2018		M		15,000	A	\$3.74	30,000	D	
Common Stock	06/18/2018		S		10,000	D ⁽¹⁾	\$12.06	20,000	D	
Common Stock	06/18/2018		S		15,000	D ⁽¹⁾	\$12.06	5,000	D	
Common Stock	06/18/2018		S		5,000	D ⁽¹⁾	\$12.06	0	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
Stock Option (right to buy)	\$3.74	06/18/2018		M			5,000	03/20/2015 ⁽²⁾	03/20/2025	Common Stock	5,000	\$0	0	D	
Stock Option (right to buy)	\$2.76	06/18/2018		M			10,000	05/04/2016 ⁽³⁾	05/04/2026	Common Stock	10,000	\$0	5,000	D	
Stock Option (right to buy)	\$3.74	06/18/2018		M			15,000	03/20/2015 ⁽⁴⁾	03/20/2025	Common Stock	15,000	\$0	0	D	

Explanation of Responses:

- The sales reported in this Form 4 were effected by an automatic sale pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2018.
- The options, representing a right to purchase a total of 5,000 shares, became exercisable in twelve equal monthly installments beginning on March 20, 2015, which was the date on which the option was granted.
- The options, representing a right to purchase a total of 10,000 shares, became exercisable in twelve equal monthly installments beginning on May 4, 2016, which was the date on which the option was granted.
- The options, representing a right to purchase a total of 15,000 shares, became exercisable in thirty six equal monthly installments beginning on March 20, 2015, which was the date on which the option was granted.

Remarks:

/s/ Dominick C. Colangelo,
Attorney-in-Fact for Paul Wotton 06/20/2018

** 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.

