

# TPI COMPOSITES, INC Reported by CASTLE THOMAS J

## FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 03/16/18 for the Period Ending 03/14/18

Address 8501 N SCOTTSDALE ROAD

**GAINEY CENTER II, SUITE 100** 

SCOTTSDALE, AZ, 85253

Telephone 480-305-8910

CIK 0001455684

Symbol TPIC

SIC Code 3510 - Engines And Turbines

Industry Renewable Energy Equipment & Services

Sector Energy





[] 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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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.	2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Castle Thom	as J			Tl	PI C	COMP	OSITE	S, II	NC [	[ TPIC	]		oneaoic)			
(Last) (First) (Middle)				3.	3. Date of Earliest Transaction (MM/DD/YYYY)							Director 10% Owner				
												X Officer (g	-	ow)	Other (speci	fy below)
8501 NORT				_			3/1	4/20	)18			See Kemarks				
ROAD,, GA 100	INEY CE	ENTER I	II, SUIT	E												
	(Stre	et)		4.	If Ar	nendmei	nt, Date (	Origin	nal Fi	led (MM/I	DD/YYYY)	6. Individual	or Joint/G	roup Filing	(Check Appl	icable Line)
SCOTTSDALE, AZ 85253												_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(C	ity) (Sta	te) (Zip	))													
		,	Table I - I	Non-Dei	rivat	ive Secu	ırities Ac	equir	ed, D	isposed	of, or Ben	eficially Own	ed			
1. Title of Security (Instr. 3)			rans. Date			3. Trans. Code (Instr. 8)		or Disposed of (D)		following Reported Transaction(s)  Instr. 3 and 4)			6. Ownership Form: Direct (D)	Ownership of Indirect Form: Beneficial Oirect (D) Ownership		
							Code	V	Amou	(A) o	r Price				or Indirect (I) (Instr. 4)	(Instr. 4)
	Tab	le II - Deri	vative Sec	curities ]	Bene	ficially	Owned (	e.g	, puts	s, calls, w	arrants,	options, conve	ertible sec	curities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	Derivative		e s Acquired sposed of		6. Date Exercisable and Expiration Date		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	Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exerc	cisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Restricted Stock Units	<u>(1)</u>	3/14/2018		A		7981		<u>(1</u>	) (2)	(1)(2)	Common Stock	7981	\$0.00	7981	D	
Restricted Stock Units	<u>(1)</u>	3/14/2018		A		3308		<u>(1</u>	) (3)	(1) (3)	Common Stock	3308	\$0.00	3308	D	

### **Explanation of Responses:**

- (1) Each restricted stock unit (each, an "RSU") represents a contingent right to receive one share of common stock. All unvested restricted stock units will automatically expire upon the Reporting Person's termination of service from Issuer.
- (2) The RSUs will vest in three tranches: 1/3 will vest upon the Issuer's common stock achieving a market price of \$28, 1/3 will vest upon the Issuer's common stock achieving a market price of \$38, in each case during the performance period starting on January 1, 2018 and ending on December 31, 2020; provided, that the Reporting Person continues to provide services to the Issuer through the vesting period.
- (3) 100% of the RSUs will vest on March 14, 2021; provided, that the Reporting Person continues to provide services to the Issuer through the vesting date.

#### Remarks:

Senior Vice President - North American Wind Operations and Global Operational Excellence

### Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Castle Thomas J							
8501 NORTH SCOTTSDALE ROAD,			C Dl				
GAINEY CENTER II, SUITE 100			See Remarks				
SCOTTSDALE, AZ 85253							

#### **Signatures**

\*\* 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 control number.