

TPI COMPOSITES, INC Reported by CASTLE THOMAS J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/09/18 for the Period Ending 03/07/18

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

| 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) | | | | | |
|--|---|-------------------|--|---|--|--|-------------|--|--|-----------------|---------------------------------------|---|----------------------------------|---|---|---|--|
| Castle Thom | as J | | | Tl | PI (| COMI | POSITE | S, I | NC | TPIC | C] | | (encon un app | , incubic) | | | |
| (Last) (First) (Middle) | | | | 3.] | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | | Director10% Owner | | | | |
| | | | | | | | 2.4 | - 10 1 | 140 | | | | X Officer (g | give title belo | ow) | Other (speci | fy below) |
| 8501 NORT | | | | | | | 3/ | 7/2(|)18 | | | | See Remarks | | | | |
| ROAD,, GA 100 | INEY CE | CNTER | II, SUIT | TE | | | | | | | | | | | | | |
| | (Stre | et) | | 4.] | If A | mendm | ent, Date C | Origi | nal Fi | led (MM | /DD | /YYYY) | 6. Individual | or Joint/G | roup Filing | (Check Appl | icable Line) |
| SCOTTSDA | LE, AZ | 85253 | | | | | | | | | | | _X _ Form filed by | | rting Person One Reporting P | dereon. | |
| (C | ity) (Sta | te) (Zi | p) | | | | | | | | | | Form med by | More man | one Reporting F | CISOII | |
| | | | Table I - | Non-Dei | rivat | tive Sec | curities Ac | qui | red, D | isposed | l of, | , or Be | neficially Own | ed | | | |
| 1. Title of Security (Instr. 3) | | | | 2A. Deemed Execution Date, if any | | 3. Trans. Code (Instr. 8) | | 4. Securities Acqui or Disposed of (D) (Instr. 3, 4 and 5) | | | | 5. Amount of Securities Ben Following Reported Transac (Instr. 3 and 4) | | | Ownership Form: | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | Code | V | Amou | int (A) | | Price | | | | | (Instr. 4) |
| Common Stock | | | 3/ | /7/2018 | | | M | | 1396.0 | _ | | \$0.00 | 1 | 396.00 | | D | |
| Common Stock 3/7/2018 | | | /7/2018 | | | F | | 378.0 (1) | 0 D | \$ | \$20.27 | 1018.00 | | D | | | |
| | Tab | le II - Der | ivative Se | curities l | Bene | eficially | y Owned (| e.g. | , puts | s, calls, | wai | rrants, | options, conve | rtible sec | urities) | | |
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 3. Trans. Date | 3A. Deeme Execution Date, if any | Code | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 6. Date Exercisable and Expiration Date | | | ecurities | Underlying Security | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned | Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | Security | | | Code | V | (A) | (D) | Date Exe | e rcisable | Expiration Date | on T | itle | Amount or Number of Shares | | Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | |
| Restricted Stock Units | \$0.00 (2) | 3/7/2018 | | D | | | 1396.00 | | <u>(3)</u> | (2)(3) | \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ | Commoi Stock | 1396.00 | \$0.00 | 5584.00 | D | |

Explanation of Responses:

- (1) Represents the shares required to satisfy tax withholding obligations in connection with the vesting of 1,396 restricted stock units.
- (2) 20% of this restricted stock unit award vested on March 7, 2018, 30% of the restricted stock units of this award will vest on March 7, 2019, and 50% of the restricted stock units of this award will vest on March 7, 2020; provided that the Reporting Person continues to provide service to the Issuer through each applicable vesting date. The restricted stock units do not have an expiration date.
- (3) Each restricted stock unit represents a contingent right to receive one share of the common stock. All unvested restricted stock units will automatically expire upon Reporting Person's termination of service from Issuer.

Remarks:

Senior Vice President, North America Wind, 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, | | | See Remarks | | | | |
| GAINEY CENTER II, SUITE 100 | | See Kemai | | | | | |
| SCOTTSDALE, AZ 85253 | | | | | | | |

Signatures

** Signature of Reporting Person

ing 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.