

ELECTRONICS FOR IMAGING INC
 Form 4
 February 18, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
OLIN MARC D

2. Issuer Name and Ticker or Trading Symbol
ELECTRONICS FOR IMAGING INC [EFII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6750 DUMBARTON CIRCLE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

FREMONT, CA 94555

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 01/29/2016 | | A ⁽¹⁾ | V | 475 | A | \$ 32.59 | 71,704 | D |
| Common Stock | 02/16/2016 | | M | | 3,452 | A | 2 | 75,156 | D |
| Common Stock | 02/16/2016 | | M | | 5,250 | A | 2 | 80,406 | D |
| Common Stock | 02/16/2016 | | M | | 3,883 | A | 2 | 84,289 | D |
| Common Stock | 02/16/2016 | | F | | 4,203 | D | \$ 38.16 | 80,086 | D |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units (RSUs) | (4) | 02/16/2016 | | M | 1,824 | (5) 02/16/2016 | Common Stock | 1,824 |
| RSUs | (4) | 02/16/2016 | | M | 1,628 | (6) 02/16/2016 | Common Stock | 1,628 |
| RSUs | (4) | 02/16/2016 | | M | 5,250 | (7) (7) | Common Stock | 5,250 |
| RSUs | (4) | 02/16/2016 | | M | 3,883 | (8) (8) | Common Stock | 3,883 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OLIN MARC D 6750 DUMBARTON CIRCLE FREMONT, CA 94555 | | | Chief Financial Officer | |

Signatures

/s/ Marc Olin 02/18/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The reporting person is voluntarily reporting the acquisition of shares of common stock of Electronics For Imaging, Inc. (the "Company") pursuant to the Company's Amended and Restated 2000 Employee Stock Purchase Plan. This transaction is also exempt under Rule 16b-3(c).

(2) Upon vesting, each restricted stock unit was converted into one share of the Company's common stock.

(3) Represents shares of common stock withheld by the issuer for tax purposes upon vesting of RSUs. This transaction is exempt under Rule 16b-3(e).

(4) Each RSU represents a contingent right to receive one share of the Company's common stock.

This is a performance-based award granted on February 4, 2015. A portion of this RSU award vested on the date on which the Compensation Committee of the Board of Directors of the Company (the "Committee") calculated, reviewed and approved the Company's performance for the year ended December 31, 2015, based on the Company's achievement of the target revenue for such year. The remainder of the award did not vest and was cancelled as of that date. Vesting of the award was subject to the reporting person's continued employment with the Company through the vesting date.

(6) This is a performance-based award granted on February 4, 2015. A portion of this RSU award vested on the date on which the Committee calculated, reviewed and approved the Company's performance for the year ended December 31, 2015, based on the Company's achievement of the target non-GAAP operating income for such year. The remainder of the award did not vest and was cancelled as of that date. Vesting of the award was subject to the reporting person's continued employment with the Company through the vesting date.

(7) This is a performance-based award granted on August 15, 2013 with vesting contingent upon the achievement of specified revenue and non-GAAP operating income targets over a period of four consecutive quarters ending no later than the Company's fourth fiscal quarter of 2014, second fiscal quarter of 2016 and second fiscal quarter of 2017. In each case, vesting of the award is subject to the reporting person's continued employment with the Company through the applicable vesting date. One third of this RSU vested on February 16, 2016 based on the Company's achievement of the target revenue and non-GAAP operating income growth levels for the applicable performance period.

(8) This is a performance-based award granted on August 15, 2014 with vesting contingent upon the achievement of specified revenue and non-GAAP operating income targets over a period of four consecutive quarters ending no later than the Company's fourth fiscal quarter of 2014, second fiscal quarter of 2016 and second fiscal quarter of 2017. In each case, vesting of the award is subject to the reporting person's continued employment with the Company through the applicable vesting date. One third of this RSU award vested on February 16, 2016 based on the Company's achievement of the target revenue and non-GAAP operating income growth levels for the applicable performance period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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