

SCHULER JACK W
Form 4
December 15, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
SCHULER JACK W

2. Issuer Name and Ticker or Trading Symbol
Accelerate Diagnostics, Inc [AXDX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28161 N. KEITH DRIVE, SUITE 360

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2017

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

(Street)
LAKE FOREST, IL 60045

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/13/2017 | | M | 44,670 | A \$ 6.48 | 13,116,847 (1) | I By Jack W. Schuler Living Trust (2) (6) |
| Common Stock | 12/13/2017 | | M | 8,181 | A \$ 14.37 | 13,169,698 (1) | I By Jack W. Schuler Living Trust (2) (6) |
| Common Stock | | | | | | 1,500,323 | I By Schuler Family Foundation (3) (6) |
| Common | | | | | | 689,355 | I By Schuler |

| | | | | | | |
|-----------------|--|---------|---|--|--|--|
| Stock | | | | | | Grandchildren LLC <u>(4)</u> <u>(6)</u> |
| Common Stock | | 689,355 | I | | | By Schuler GC 2010 Continuation Trust <u>(5)</u> <u>(6)</u> |

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

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.

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(9-02)

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 |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Stock Option (right to buy) | \$ 6.48 | 12/13/2017 | | M | 44,670 | <u>(7)</u> 04/03/2023 | Common Stock | 44,670 |
| Stock Option (right to buy) | \$ 14.37 | 12/13/2017 | | M | 8,181 | <u>(8)</u> 04/01/2026 | Common Stock | 8,181 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHULER JACK W 28161 N. KEITH DRIVE SUITE 360 LAKE FOREST, IL 60045 | X | X | | |

Signatures

/s/ David Hinnant,
attorney-in-fact

12/15/2017

__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) Includes 52,851 shares issued to the reporting person upon exercise by the reporting person of the options reported herein, which shares were transferred to the Jack W. Schuler Living Trust and are held indirectly by the reporting person through the Jack W. Schuler Living Trust.

(2) Mr. Schuler has sole voting and dispositive power with respect to such shares in his capacity as trustee of the Jack W. Schuler Living Trust.

(3) Mr. Schuler has sole voting and dispositive power with respect to such shares in his capacity as President of the Schuler Family Foundation.

(4) Mr. Schuler has sole voting and dispositive power with respect to such shares in his capacity as manager of Schuler Grandchildren LLC.

(5) Mr. Schuler has shared voting and dispositive power with respect to such shares in his capacity as the grantor of Schuler GC 2010 Continuation Trust.

(6) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(7) The stock option vested in 12 equal monthly installments, with the first installment vesting on May 3, 2013.

(8) The stock option vested in 12 equal monthly installments, with the first installment vesting on May 1, 2016.

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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