Ocean Power Technologies, Inc.

Form 3

September 08, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Ocean Power Technologies, Inc. [OPTT] Mekhiche Mike M (Month/Day/Year) 08/29/2016 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O OCEAN POWER (Check all applicable) TECHNOLOGIES, INC., 1590 **REED ROAD** 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) **Executive Vice President** _X_ Form filed by One Reporting Person PENNINGTON. NJÂ 08534 Form filed by More than One Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock $3,000^{(3)}$ D Â Common Stock 6.000 (4) D 34,000 (5) Â Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock option (right to buy)	11/19/2015	11/18/2022	Common Stock	4,411 <u>(1)</u>	\$ 24	D	Â
Stock option (right to buy)	06/19/2016	06/18/2023	Common Stock	2,610 (2)	\$ 16.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Mekhiche Mike M					
C/O OCEAN POWER TECHNOLOGIES, INC.	Â	Â	Executive Vice President	Â	

Relationships

1590 REED ROAD PENNINGTON, NJÂ 08534

Signatures

/s/ Mike M. 09/08/2016 Mekhiche

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Grants issued on 11/19/2012 which represent options to purchase under 2006 Stock incentive plan; 3,000 options based on service, of which 60% has already vested and exercisable; 20% will vest on 11/19/2016; and 20% will vest on 11/19/2017; and 1,411 options were based on performance; of which 940 were vested and exercisable and 471 were forfeited.
- Grants issued on 6/19/2013 which represent options to purchase under 2006 Stock incentive plan; 2,000 options based on service, of (2) which 60% has already vested and exercisable; 20% will vest on 06/19/2017; and 20% will vest on 06/19/2018; and 610 options were based on performance; of which 490 were vested and exercisable and 120 were forfeited.
- (3) Represent stock award issued on 10/22/2014 of which 1/3 already vested and surrendered 164 shares to pay for taxes. The remaining 1/3 will vest on 10/1/2016, and 1/3 will vest on 10/31/2016
- (4) Represent stock award issued on 12/19/2014 of which 1/3 already vested and surrendered 714 shares to pay for taxes. The remaining 1/3 will vest on 10/1/2016, and 1/3 will vest on 10/31/2016
- (5) Represent stock award issued on 5/05/2016 of which 50% will vest on 10/31/2016, and 50% will vest on 5/31/2017

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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