

SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Backus William A.</u> (Last) (First) (Middle) C/O BALCHEM CORPORATION 52 SUNRISE PARK ROAD (Street) NEW HAMPTON NY 10958 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BALCHEM CORP [BCPC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Accounting Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/16/2021	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/11/2021		A		1,470 ⁽¹⁾	A	\$0	18,861	D	
Common Stock	02/11/2021		A		1,924 ⁽²⁾	A	\$0	20,785	D	
Common Stock	02/11/2021		F		988 ⁽³⁾	D	\$119.13	19,797	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$119.13	02/11/2021		A		2,300		(4)	02/11/2031	Common Stock	2,300	\$0	47,928	D	

Explanation of Responses:

- Ownership of the restricted stock does not vest in reporting person until three years from the grant date and is further subject to restrictions on transfer in accordance with the provisions of a Restricted Stock Grant Agreement between the Company and the reporting person.
- Acquired upon the settlement of performance shares granted on February 15, 2018 based upon a predetermined EBITDA performance target and total shareholder return against the Russell 2000 Index over a three-year period as a result of the satisfaction of those performance criteria.
- 988 of the 1,924 shares that vested February 11, 2021 were withheld to cover withholding taxes due upon vesting.
- Options vest 20% Year 1; 40% Year 2; and 40% Year 3.

Remarks:

The Form 4 as originally filed erroneously reported the number of shares of restricted stock granted. This amendment is being filed to report the correct number of shares of restricted stock granted to the reporting person on February 11, 2021 and to correct the amount of securities beneficially owned in connection with the previously reported transactions.

/s/ William A. Backus, by 03/04/2021
Attorney in Fact, Mark Stach

** 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 Number.