

BIO-TECHNE Corp
 Form 4
 August 22, 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 *
 Furlow Brenda S.

(Last) (First) (Middle)

614 MCKINLEY PLACE NE

(Street)

MINNEAPOLIS, MN 55413

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BIO-TECHNE Corp [TECH]

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/18/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP - General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 1,946 ⁽¹⁾ | D | |

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

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SEC 1474 (9-02)

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

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 94.35 | | | | | (2) 08/12/2021 | Common Stock 15,000 |
| Stock Option (Right to Buy) | \$ 108.49 | | | | | (3) 08/07/2022 | Common Stock 10,000 |
| Stock Option (Right to Buy) | \$ 108.49 | | | | | (5) 08/07/2022 | Common Stock 7,500 |
| Restricted Stock Units | (4) | | | | | (5) (5) | Common Stock 1,200 |
| Stock Option (Right to Buy) | \$ 106.59 | 08/18/2016 | | A | 14,476 | (6) 08/18/2023 | Common Stock 14,476 |
| Stock Option (Right to Buy) | \$ 106.59 | 08/18/2016 | | A | 10,857 | (7) 08/18/2023 | Common Stock 10,857 |
| Restricted Stock Units | (4) | 08/18/2016 | | A | 1,759 | (7) (7) | Common Stock 1,759 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Furlow Brenda S. 614 MCKINLEY PLACE NE MINNEAPOLIS, MN 55413 | | | SVP - General Counsel | |

Signatures

/s/ Elizabeth M. Dunshee as Attorney-in-Fact for Brenda S. Furlow pursuant to Power of Attorney previously filed.

08/22/2016

__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) Includes 834 shares of restricted stock units that vest on 7/1/17.
- (2) 3,750 shares vest on each of 8/12/15, 8/12/16, 8/12/17 and 8/12/18.
- (3) 2,500 shares vest on each of 8/7/16, 8/7/17, 8/7/18 and 8/7/19.
- (4) Each restricted stock unit represents a contingent right to receive one share of Bio-Techne common stock.
- (5) Vests in full or in part on 8/7/18 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).
- (6) Vests 3,619 shares on each of 8/18/17, 8/18/18, 8/18/19 and 8/18/20.
- (7) Vests in full or in part on 8/18/19 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).

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.