

Dinarello Charles A  
 Form 4  
 February 15, 2018

**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 \*  
 Dinarello Charles A

(Last) (First) (Middle)  
 333 15TH STREET  
 (Street)  
 BOULDER, CO 80302  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/13/2018

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)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    | 02/13/2018                           |                                                    | M                              | 5,000 A                                                           | \$ 65.47 13,212                                                                               | D                                                        |                                   |
| Common Stock                    | 02/13/2018                           |                                                    | S                              | 2,495 D                                                           | \$ 135.76 10,717<br><u>(1)</u>                                                                | D                                                        |                                   |
| Common Stock                    | 02/13/2018                           |                                                    | S                              | 2,505 D                                                           | \$ 136.36 8,212<br><u>(2)</u>                                                                 | 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)

displays a currently valid OMB control number.

**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)                | \$ 125.05                                              |                                      |                                                    |                                |                                                                                         | (3) 10/26/2027                                           | Common Stock                                                  | 3,125                         |
| Stock Option (right to buy)                | \$ 101.19                                              |                                      |                                                    |                                |                                                                                         | 10/26/2017 10/26/2026                                    | Common Stock                                                  | 3,985                         |
| Stock Option (right to buy)                | \$ 87.34                                               |                                      |                                                    |                                |                                                                                         | 10/29/2016 10/28/2025                                    | Common Stock                                                  | 4,260                         |
| Stock Option (right to buy)                | \$ 91.78                                               |                                      |                                                    |                                |                                                                                         | 10/30/2014 10/30/2024                                    | Common Stock                                                  | 4,000                         |
| Stock Option (right to buy)                | \$ 87.39                                               |                                      |                                                    |                                |                                                                                         | 10/31/2013 10/30/2023                                    | Common Stock                                                  | 4,000                         |
| Stock Option (right to buy)                | \$ 66.9                                                |                                      |                                                    |                                |                                                                                         | 10/25/2012 10/24/2022                                    | Common Stock                                                  | 5,000                         |
| Stock Option (right to buy)                | \$ 70.35                                               |                                      |                                                    |                                |                                                                                         | 10/27/2011 10/26/2021                                    | Common Stock                                                  | 5,000                         |
|                                            | \$ 61.46                                               |                                      |                                                    |                                |                                                                                         | 10/28/2010 10/27/2020                                    |                                                               | 5,000                         |

| Stock Option (right to buy) | Price    | Grant Date | Exercise Date | Quantity   | Common Stock | Quantity              |
|-----------------------------|----------|------------|---------------|------------|--------------|-----------------------|
| Stock Option (right to buy) | \$ 63.03 |            | 10/29/2009    | 10/28/2019 | Common Stock | 5,000                 |
| Stock Option (right to buy) | \$ 65.47 | 02/13/2018 |               | M          | 5,000        | 10/23/2008 10/22/2018 |
| Stock Option (right to buy) |          |            |               |            | Common Stock | 5,000                 |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|-------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                             | Director      | 10% Owner | Officer | Other |
| Dinarello Charles A<br>333 15TH STREET<br>BOULDER, CO 80302 |               | X         |         |       |

## Signatures

/s/ Sarah Tucher as Attorney-in-Fact for Charles A. Dinarello pursuant to Power of Attorney previously filed. 02/15/2018

\_\_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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.61 to \$135.875, inclusive. The reporting person undertakes to provide Bio-Techne Corporation, any security holder of Bio-Techne Corporation or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.03 to \$136.66, inclusive. The reporting person undertakes to provide Bio-Techne Corporation, any security holder of Bio-Techne Corporation or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
  - (3) The option vests on the earlier of the one year anniversary of the grant date (10/26/17) or the date of Bio-Techne's 2018 annual meeting of shareholders.

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.