

SIGMATRON INTERNATIONAL INC  
 Form 4/A  
 September 01, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Upadhyaya Raj B

2. Issuer Name and Ticker or Trading Symbol  
 SIGMATRON INTERNATIONAL INC [SGMA]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O SIGMATRON INTERNATIONAL, INC., 2201 LANDMEIER RD.

3. Date of Earliest Transaction (Month/Day/Year)  
 08/01/2015

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

(Street)  
 ELK GROVE VILLAGE, IL 60007

4. If Amendment, Date Original Filed(Month/Day/Year)  
 08/04/2015

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)                     | Code V  | Amount  | Price  |                                   |

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.**

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) <sup>(1)</sup> | \$ 6.45 | 08/01/2015 |  | A | 8,250 | 08/01/2015 | 07/31/2025 | Common Stock | 8,250 |
|--|---------|------------|--|---|-------|------------|------------|--------------|-------|

|  |         |            |  |   |       |            |            |              |       |
|--|---------|------------|--|---|-------|------------|------------|--------------|-------|
| Stock Option (right to buy) <sup>(3)</sup> | \$ 6.45 | 08/01/2015 |  | A | 8,250 | 08/01/2016 | 07/31/2025 | Common Stock | 8,250 |
|--|---------|------------|--|---|-------|------------|------------|--------------|-------|

|  |         |            |  |   |       |            |            |              |       |
|--|---------|------------|--|---|-------|------------|------------|--------------|-------|
| Stock Option (right to buy) <sup>(5)</sup> | \$ 6.45 | 08/01/2015 |  | A | 8,500 | 08/01/2017 | 07/31/2025 | Common Stock | 8,500 |
|--|---------|------------|--|---|-------|------------|------------|--------------|-------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Upadhyaya Raj B<br>C/O SIGMATRON INTERNATIONAL, INC.<br>2201 LANDMEIER RD.<br>ELK GROVE VILLAGE, IL 60007 |               |           | Executive Vice President |       |

## Signatures

/s/ Raj B.  
Upadhyaya 09/01/2015

\*\*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) This Form 4/A amends the previously-filed Form 4 in order to provide the correct date of issuance of the stock options described, and to accurately reflect the vesting schedule and expiration of the stock options. The 8,250 options acquired as described on this Table II were issued on August 1, 2015, pursuant to and under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.

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- (2) This column needs to be blank.

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- (4) This column needs to be blank.

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- (6) This column needs to be blank.

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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