

LIFEWAY FOODS INC  
Form 5  
February 14, 2017

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**SMOLYANSKY JULIE**

(Last) (First) (Middle)

**C/O LIFEWAY FOODS, INC., 6431 OAKTON STREET**

(Street)

**MORTON GROVE, IL 60053**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**LIFEWAY FOODS INC [LWAY]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2016**

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)  
**President and CEO**

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock, no par value      | ^                                    | ^  | ^                              | ^   | ^          | ^     | 499,262  | D  | ^                                 |
| Common Stock, no par value      | 12/30/2016                           | ^  | G                              | 1,200   | A          | \$ 0  | 16,920   | I  | See Footnote (1)                  |
| Common Stock, no par value      | ^                                    | ^  | ^                              | ^   | ^          | ^     | 2,886  | I  | See Footnote (2)                  |

Common Stock, no par value      500,000      I      See Footnote (3)

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

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**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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Shares                         | \$ 0   | 11/17/2016                           |  | J4 <sup>(4)</sup>              | 9,407   | 08/17/2017 08/17/2017                                    | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| SMOLYANSKY JULIE<br>C/O LIFEWAY FOODS, INC.<br>6431 OAKTON STREET<br>MORTON GROVE, IL 60053 | X             |           | President and CEO |       |

## Signatures

/s/ Julie Smolyansky      02/14/2017

\*\*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) Held for the benefit of minor children.
- (2) Held by the Reporting Person's spouse.
- (3) The reporting person is the beneficial owner of 50% of Smolyansky Family Holdings, LLC and disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

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- The grant of Performance Shares, which provided for vesting on August 17, 2017, was cancelled and extinguished pursuant to resolutions
- (4) adopted by the Board of Directors' Compensation Committee in exchange for a cash payment in the amount of the original value of the performance share award.

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