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

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
DEZWIREK JASON	CECO ENVIRONMENTAL CORP [CECE]	X Director; X 10% Owner; Officer (give title below); Other (specify below)
(Last) (First) (Middle): 2300 YONGE STREET, SUITE 1710	3. Date of Earliest Transaction (Month/Day/Year): 12/08/2016	
(Street): TORONTO A6 M4P 1E4	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line): X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,377,974	D	
Common Stock	12/08/2016		X		250,000	A	$9.07	2,869,906	I	By Icarus Investment Corp.(1)
Common Stock	12/08/2016		D(2)		160,360	D	$14.14	2,709,546	I	By Icarus Investment Corp.(1)

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	Amount or Number of Shares				
Warrant (right to buy)	$9.07	12/08/2016		X			250,000	12/28/2006	12/28/2016	Common Stock	250,000	$0.00	0	I	By Icarus Investment Corp.(1)

Explanation of Responses:

1. Filer is an officer of Icarus Investment Corp. ("Icarus") and disclaims beneficial ownership except to the extent of his pecuniary interest therein.

2. On December 8, 2016, Icarus exercised in full a warrant to purchase 250,000 shares of common stock of CECO Environmental Corp. ("CECO") for $9.07 per share. Icarus paid the exercise price on a cashless basis pursuant to the terms of the warrant agreement governing the warrant, resulting in CECO's withholding of 160,360 of the warrant shares to pay the exercise price and issuing to Icarus the remaining 89,640 of the warrant shares. The payment of the exercise price of the warrant on a cashless basis was previously approved by the Compensation Committee of the Board of Directors of CECO for purposes of Rule 16b-3(e) under the Securities Exchange Act of 1934.

Remarks:

/s/ Jason DeZwirek — 12/09/2016

** 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.