SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OVAL
OMB Number:	3235-0287
Estimated average bu	rden
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). \Box

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

			or Section 30(h) o	of the Inv	vestm	ent Company	y Act of ?	1940					
1. Name and Addre	2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner												
(Last) 2200 BUTTS R	3. Date of Earliest 11/07/2022	Transa	ction ((Month/Day/	Officer (give title X Other (specify below) Member of Section 13(d) Group								
(Street) BOCA RATON	4. If Amendment,	Date of	Origir	al Filed (Mo	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting								
(City)	(State)	(Zip)								X Person			
	Tabl	e I - Non-Deriva	tive Securities	Acqu	uired	l, Dispose	ed of,	or Benefi	icia	Ily 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. Securitie Disposed O	s Acquiro of (D) (Ins	Acquired (A) or (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	- 1	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock		11/07/2022		s		19,325	D	\$441.4623		1,034,439	I	By Prescott Associates L.P. ⁽¹⁾	
Common Stock		11/07/2022		s		799	D	\$441.462	23	42,752	I	By Prescott International Partners L.P. (2)	
Common Stock		11/07/2022		s		9,812	D	\$441.462	23	525,241	I	By Idoya Partners L.P.	
Common Stock		11/07/2022		s		1,095	D	\$441.462	23	58,610	I	By Prescott Investors Profit Sharing Trust ⁽⁴⁾	
Common Stock		11/08/2022		s		27,382	D	\$446.33	6	1,007,057	I	By Prescott Associates L.P. ⁽¹⁾	
Common Stock		11/08/2022		s		1,132	D	\$446.33	6	41,620	I	By Prescott International Partners L.P.	
Common Stock		11/08/2022		s		13,904	D	\$446.33	6	511,337	I	By Idoya Partners L.P.	
Common Stock		11/08/2022		s		1,551	D	\$446.33	6	57,059	I	By Prescott Investors Profit Sharing Trust ⁽⁴⁾	
Common Stock										647,397	I	By Ridgeview Smith Investments LLC ⁽⁵⁾	
Common Stock										57,650	I	By Thomas W. Smith Family Accounts ⁽⁶⁾	
Common Stock										26,948	I	By Thomas W. Smith Foundation ⁽⁷	
Common Stock			1		1	1	1	1		64,125	D ⁽⁸⁾	İ	

		Table	I - Non-Deriva	tive \$	Sec	urities	Acqu	uired	l, Dis	posed	of,	or E	Benefici	ally Own	ed						
1. Title of S	Security (Ins	2. Transaction Date (Month/Day/Year)	2A. Deer Execution if any (Month/I		n Date,	3. Transa Code (8)		4. Securities Acqui Disposed Of (D) (Ir			ed (A) str. 3,) or 4 and 5)	5. Amount Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)					
							Code	v	Amo	unt (A) or D)	Prio	ce	Transaction (Instr. 3 and							
Common Stock													2,758		I		By Scott J. Vassalluzzo Family Accounts ⁽⁹⁾				
		Tal	ble II - Derivati (e.g., pι												d						
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. Transa Code (8)	actio	5. Nu n of	vative rities iired r osed) r. 3, 4	-	Exerc	cisable and ate		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		7. Title and Amount of Securities Underlying Derivative Security (Ins		8. Price of Derivative Security (Instr. 5)	deriva Secur Benef Owne Follov Repor	ities icially d ving ted action(s)	10. Owne Form Direc or Inc (I) (In	t (D) lirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)		Date Exerci	sable	Expirati Date		Title	Amount or Number of Shares								
1. Name an	d Address o	I f Reporting Person [*]			Ì	1 (14)				1-400			e	I	<u> </u>		<u> </u>				
Prescot	t Genera	l Partners LL	<u>C</u>																		
(Last) 2200 BU	TTS ROA	(First) D, SUITE 320	(Middle)																		
(Street) BOCA R	ATON	FL	33431		_																
(City)		(State)	(Zip)																		
		f Reporting Person [*] O SCOTT J																			
(Last) 2200 BU	TTS ROA	(First) D, SUITE 320	(Middle)																		
(Street) BOCA R	ATON	FL	33431		_																
(City)		(State)	(Zip)		-																
	d Address o	f Reporting Person [*] ASW																			
(Last)		(First)	(Middle)																		
2200 BU	I I S KOA	D, SOITE 520			- L.																
		FL	33431		_																

Explanation of Responses:

1. These shares are owned directly by Prescott Associates L.P. ("Prescott Associates"), a private investment limited partnership, and are beneficially owned indirectly by Prescott General Partners LLC ("PGP"), a Delaware limited liability company, as general partner of Prescott Associates. Messrs. Thomas W. Smith and Scott J. Vassalluzzo are each a managing member of PGP. PGP disclaims beneficial ownership of these shares in excess of its pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for Prescott Associates is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.

2. These shares are owned directly by Prescott International Partners L.P. ("PIP"), a private investment limited partnership, and are beneficially owned indirectly by PGP as general partner of PIP. PGP disclaims beneficial ownership of these shares in excess of its pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for PIP is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.

3. These shares are owned directly by Idoya Partners L.P. ("Idoya"), a private investment limited partnership, and are beneficially owned indirectly by PGP as general partner of Idoya. PGP disclaims beneficial ownership of these shares in excess of its pecuniary interest under Rule 16a-1(a)(2)(ii)(B). The address for Idoya is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.

4. These shares are owned directly by the Prescott Investors Profit Sharing Trust (the "Trust"), for which each of Messrs. Smith and Vassalluzzo serve as a trustee. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and each of Messrs. Smith and Vassalluzzo disclaims beneficial ownership of these shares in excess of his pecuniary interest under Rule 16a-8(b)(2)(ii). The address of the Trust is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.

5. These shares are owned directly by Ridgeview Smith Investments LLC ("Ridgeview"), a limited liability company established by Mr. Smith for the benefit of his family and are beneficially owned indirectly by Mr. Smith as trustee of a revocable trust he established for the benefit of his family and which is the sole member of Ridgeview. Mr. Smith disclaims beneficial ownership of these shares in excess of his pecuniary interest under Rule 16a-1(a)(2)(iii). The address of Ridgeview is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.

6. These shares are owned directly by investment accounts established for the benefit of certain family members of Thomas W. Smith. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and Mr. Smith disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
7. These shares are owned directly by the Thomas W. Smith Foundation (the "Foundation") and are beneficially owned indirectly by Mr. Smith as trustee of the Foundation. Mr. Smith disclaims beneficially owned indirectly by Mr. Smith as trustee of the Foundation.

ownership of these shares in excess of his pecuniary interest under 16a-8(b)(2)(ii). The address for the Foundation is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.

8. These shares are owned directly by Scott J. Vassalluzzo and include 4,000 restricted stock units that have vested under the Issuer's Incentive Compensation Plan.

9. These shares are owned directly by investment accounts established for the benefit of certain family members of Scott J. Vassalluzzo. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and Mr. Vassalluzzo disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein. **Remarks:**

The filing of this report shall not be deemed to be an admission that the Reporting Persons comprise a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Reporting Persons each disclaim beneficial ownership of the shares included in this report except to the extent of their pecuniary interest in such shares.

/s/ Scott J. Vassalluzzo	<u>11/09/2022</u>
/s/ Thomas W. Smith	<u>11/09/2022</u>
/s/ Scott J. Vassalluzzo,	
Managing Member, Prescott	11/09/2022
General Partners LLC	
** 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.