

CYALUME TECHNOLOGIES HOLDINGS, INC.

Reported by
BARRY MICHAEL G

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/08/17 for the Period Ending 09/08/17

Address	96 WINDSOR STREET, WEST SPRINGFIELD, MA, 01089
Telephone	(413) 858-2500
CIK	0001335293
Symbol	CYLU
SIC Code	3640 - Electric Lighting And Wiring Equipment
Industry	Electrical Components & Equipment
Sector	Industrials
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 -* Barry Michael G (Last) (First) (Middle) C/O CYALUME TECHNOLOGIES HOLDINGS, INC., 910 SE 17TH STREET, SUITE 300 (Street) FORT LAUDERDALE, FL 33316 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Cyalume Technologies Holdings, Inc. [CYLU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">9/8/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Series B Convertible Preferred Stock	<u>(1)</u>	9/8/2017		D		395		7/30/2014	<u>(2)</u>	Common Stock	14106693	<u>(3)</u>	0	I	See Footnote <u>(4)</u>
Stock Option (right to buy)	\$0.09	9/8/2017		D		20000		2/15/2015	11/21/2024	Common Stock	20000	<u>(5)</u>	0	D	

Explanation of Responses:

- (1) Each share of Series B Convertible Preferred Stock is convertible into 35,713.147 shares of Common Stock.
- (2) The shares do not have an expiration date.
- (3) The shares of Series B Convertible Preferred Stock were cancelled in the merger (the "Merger") effected pursuant to the Agreement and Plan of Merger, dated as of August 8, 2017, among the Issuer, CPS Performance Materials Merger Sub Corp. and CPS Performance Materials Corp., in exchange for a cash payment of \$7,636.80 per share.
- (4) These shares are held in a trust for the benefit of the reporting person and the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities (except to the extent of his pecuniary interest therein) for purposes of Section 16 or for any other purpose.
- (5) This option was cancelled in the Merger in exchange for a cash payment of \$2,477, representing the difference between the per share exercise price of the option and the Common Per Share Merger Consideration (as such term is defined in the Merger Agreement) of \$0.213837 per share.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barry Michael G C/O CYALUME TECHNOLOGIES HOLDINGS, INC. 910 SE 17TH STREET, SUITE 300 FORT LAUDERDALE, FL 33316	X			

Signatures

/s/ Michael Barry

9/8/2017

—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.

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