

CYALUME TECHNOLOGIES HOLDINGS, INC.

Reported by
NEDIVI ZIVI R

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
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[X] 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * NEDIVI ZIVI R (Last) (First) (Middle)		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 <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
C/O CYALUME TECHNOLOGIES HOLDINGS, INC., 910 SE 17TH STREET, SUITE 300 (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) 9/8/2017		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	
FORT LAUDERDALE, FL 33316 (City) (State) (Zip)		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
Stock Option (right to buy)	\$0.09	9/8/2017		D		5015891		2/15/2015	11/21/2024	Common Stock	5015891	(1)	0	D	

Explanation of Responses:

- (1) This option was cancelled in the merger effected pursuant to the Agreement and Plan of Merger, dated as of August 8, 2017 (the "Merger Agreement"), among the Issuer, CPS Performance Materials Merger Sub Corp. and CPS Performance Materials Corp., in exchange for a cash payment of \$621,154, 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
NEDIVI ZIVI R C/O CYALUME TECHNOLOGIES HOLDINGS, INC. 910 SE 17TH STREET, SUITE 300 FORT LAUDERDALE, FL 33316	X		Chief Executive Officer	

Signatures

/s/ Zivi Nedivi

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.

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.