

# 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

(Print or Type Responses)

1. Name and Address of Reporting Person* Fenzi Neal			2. Issuer Name and Ticker or Trading Symbol Resonant Inc [RESN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technology Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/28/2022					
C/O RESONANT INC. 10900 STONELAKE BLVD., SUITE 100, OFFICE 02-130								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
AUSTIN, TX 78759								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	03/28/2022		U		584,730	D	\$ 4.5	0	D	

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 Securities (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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$ 1.95	03/28/2022		D		30,000	(1)	02/25/2026	Common Stock	30,000	(1)	0	D	
Stock Option (Right to Buy)	\$ 4.36	03/28/2022		D		25,146	(1)	02/02/2027	Common Stock	25,146	(1)	0	D	
Stock Option (Right to Buy)	\$ 4.51	03/28/2022		D		5,133	(2)	08/07/2027	Common Stock	5,133	(2)	0	D	
Stock Option (Right to Buy)	\$ 4.62	03/28/2022		D		4,752	(2)	11/06/2027	Common Stock	4,752	(2)	0	D	
Restricted Stock Units	(3)	03/28/2022		D		6,057	(4)	(4)	Common Stock	6,057	\$ 4.5	0	D	
Restricted Stock Units	(3)	03/28/2022		D		18,860	(5)	(5)	Common Stock	18,860	\$ 4.5	0	D	
Restricted Stock Units	(3)	03/28/2022		D		31,914	(6)	(6)	Common Stock	31,914	\$ 4.5	0	D	

Restricted Stock Units	(3)	03/28/2022		D		12,500	(7)	(7)	Common Stock	12,500	\$ 4.5	0	D	
Restricted Stock Units	(3)	03/28/2022		D		50,036	(8)	(8)	Common Stock	50,036	\$ 4.5	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fenzi Neal C/O RESONANT INC. 10900 STONELAKE BLVD., SUITE 100, OFFICE 02-130 AUSTIN, TX 78759			Chief Technology Officer	

## Signatures

/s/ Martin S. McDermut, Attorney-In-Fact		03/28/2022
**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) In connection with the Agreement and Plan of Merger, dated February 14, 2022, by and among Murata Electronics North America, Inc., PJ Cosmos Acquisition Company, Inc. and Resonant Inc. (the "Merger Agreement"), this stock option, which is fully vested, was assumed and converted into a right of the holder to receive, no later than the first payroll date that occurs at least five business days after the closing of the merger, an amount in cash equal to the excess of the per share merger consideration of \$4.50 over the exercise price per share of the common stock subject to the stock option multiplied by the total number of shares of common stock subject to such stock option immediately prior to the merger.
- (2) In connection with the Merger Agreement, this stock option, which is fully vested, was cancelled in the merger.
- (3) Each restricted stock unit represents a contingent right to receive one share of Resonant Inc. common stock.
- (4) In connection with the Merger Agreement, these restricted stock units, which provide for vesting on December 1, 2022, were assumed and converted into a right of the holder to receive upon settlement an amount in cash equal to the per share merger consideration of \$4.50 multiplied by the number of shares of common stock subject to such restricted stock units immediately prior to the merger. The cash settlement amount will be paid to the holder in accordance with the original terms (including forfeiture and settlement terms) applicable to such restricted stock units.
- (5) In connection with the Merger Agreement, these restricted stock units, which provide for vesting of 9,430 shares on each of December 1, 2022 and December 1, 2023, were assumed and converted into a right of the holder to receive upon settlement an amount in cash equal to the per share merger consideration of \$4.50 multiplied by the number of shares of common stock subject to such restricted stock units immediately prior to the merger. The cash settlement amount will be paid to the holder in accordance with the original terms (including forfeiture and settlement terms) applicable to such restricted stock units.
- (6) In connection with the Merger Agreement, these restricted stock units, which provide for vesting of 10,638 shares on each of December 1, 2022, December 1, 2023, and December 1, 2024, were assumed and converted into a right of the holder to receive upon settlement an amount in cash equal to the per share merger consideration of \$4.50 multiplied by the number of shares of common stock subject to such restricted stock units immediately prior to the merger. The cash settlement amount will be paid to the holder in accordance with the original terms (including forfeiture and settlement terms) applicable to such restricted stock units.
- (7) In connection with the Merger Agreement, these restricted stock units, which provide for vesting of 6,250 shares on each of December 1, 2022 and December 1, 2023, were assumed and converted into a right of the holder to receive upon settlement an amount in cash equal to the per share merger consideration of \$4.50 multiplied by the number of shares of common stock subject to such restricted stock units immediately prior to the merger. The cash settlement amount will be paid to the holder in accordance with the original terms (including forfeiture and settlement terms) applicable to such restricted stock units.
- (8) In connection with the Merger Agreement, these restricted stock units, which provide for vesting of 12,509 shares on each of December 1, 2022, December 1, 2023, December 1, 2024, and December 1, 2025, were assumed and converted into a right of the holder to receive upon settlement an amount in cash equal to the per share merger consideration of \$4.50 multiplied by the number of shares of common stock subject to such restricted stock units immediately prior to the merger. The cash settlement amount will be paid to the holder in accordance with the original terms (including forfeiture and settlement terms) applicable to such restricted stock units.

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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