

OMNICELL, INC.

Reported by
LIPPS RANDALL A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/18/19 for the Period Ending 10/18/19

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|-------------|---|
| Address | 4220 NORTH FREEWAY FORT WORTH, TX, 76137 |
| Telephone | 8774159990 |
| CIK | 0000926326 |
| Symbol | OMCL |
| SIC Code | 3571 - Electronic Computers |
| Industry | Advanced Medical Equipment & Technology |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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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 * LIPPS RANDALL A (Last) (First) (Middle) C/O OMNICELL, INC., 590 E.MIDDLEFIELD (Street) MOUNTAIN VIEW, CA 94043 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol OMNICELL, Inc [OMCL] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 10/18/2019 | | 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 | | | |
| Common Stock | | | | | | | | 140506 | D | |
| Common Stock | | | | | | | | 294409 | I | In Trust with Wife (1) |
| Common Stock | | | | | | | | 7776 | I | In Trust for Children (2) |
| Common Stock | 10/18/2019 | | S | | 1100 (1)(3) | D | \$75.1718 (4) | 293309 | I | In Trust with Wife |
| Common Stock | 10/18/2019 | | S | | 3500 (1)(3) | D | \$76.2189 (5) | 289809 | I | In Trust with Wife |
| Common Stock | 10/18/2019 | | S | | 400 (1)(3) | D | \$76.8675 (6) | 289409 | I | In Trust with Wife |

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- Shares held in trust with Mr. Lipps' wife.
- Shares held in trust for the benefit of Mr. Lipps' children.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading Plan
- The price reported in Column 4 is the average price of \$75.1718. The sold price range between \$74.64 to \$75.6399. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is the average price of \$76.2189. The sold price range between \$75.65 to \$76.6499. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is the average price of \$76.8675. The sold price range between \$76.72 to \$77.7199. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|---|---|--|-----------------------------|--|
| LIPPS RANDALL A C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043 | X | | Chairman, President and CEO | |
|---|---|--|-----------------------------|--|

Signatures

/s/ Randall A. Lipps

10/18/2019

**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.