

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 Holmes George B | | 2. Issuer Name and Ticker or Trading Symbol Resonant Inc [RESN] | | 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) Chief Executive Officer | | | | | | |
|--|--------------------------------------|---|--------------------------------|---|---|------------|---|--|---|-------|
| (Last) (First) (Middle) C/O RESONANT INC., 10900 STONELAKE BLVD., SUITE 100, OFFICE | | 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2020 | | | | | | | | |
| (Street) AUSTIN, TX 78759 | | 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 | | | | | | |
| (City) (State) (Zip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. 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 | 12/01/2020 | | M | | 20,750 | A | (1) | 381,315 | D | |
| Common Stock | 12/01/2020 | | M | | 24,013 | A | (1) | 405,328 | D | |
| Common Stock | 12/01/2020 | | M | | 3,205 | A | (1) | 408,533 | D | |
| Common Stock | 12/01/2020 | | M | | 24,013 | A | (1) | 432,546 | D | |
| Common Stock | 12/01/2020 | | M | | 50,000 | A | (1) | 482,546 | D | |
| Common Stock | 12/02/2020 | | S | (2) | 55,750 | D | \$ 2.171 (3) | 426,796 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 12/01/2020 | | M | | 20,750 | | (4) | (4) | Common Stock | 20,750 | \$ 0 | 0 | D | |
| Restricted Stock Units | (1) | 12/01/2020 | | M | | 24,013 | | (5) | (5) | Common Stock | 24,013 | \$ 0 | 24,013 | D | |
| Restricted Stock Units | (1) | 12/01/2020 | | M | | 3,205 | | (6) | (6) | Common Stock | 3,205 | \$ 0 | 6,410 | D | |
| Restricted Stock Units | (1) | 12/01/2020 | | M | | 24,013 | | (7) | (7) | Common Stock | 24,013 | \$ 0 | 48,026 | D | |
| Restricted Stock Units | (1) | 12/01/2020 | | M | | 50,000 | | (8) | (8) | Common Stock | 50,000 | \$ 0 | 150,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Holmes George B C/O RESONANT INC. 10900 STONELAKE BLVD., SUITE 100, OFFICE AUSTIN, TX 78759 | X | | Chief Executive Officer | |

Signatures

| | | |
|--|--|---------------------|
| /s/Martin S. McDermut, Attorney-In-Fact | | 12/03/2020 |
| <small>**Signature of Reporting Person</small> | | <small>Date</small> |

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) Each restricted stock unit represents a contingent right to receive one share of Resonant Inc. common stock.
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person to satisfy the reporting person's tax withholding obligations upon the vesting of restricted stock units.
This transaction was executed in multiple trades at prices ranging from \$2.16 to \$2.18. The price reported above reflects the weighted average sale price. The reporting person hereby
- (3) undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) 20,750 restricted stock units vested on each of December 1, 2017, December 1, 2018, December 2, 2019, and December 1, 2020.
- (5) 24,014 restricted stock units vested on December 1, 2018, 24,013 restricted stock units vested on each of December 2, 2019 and December 1, 2020, and an installment of 24,013 restricted stock units will vest on December 1, 2021.
- (6) 3,206 restricted stock units vested on December 2, 2019, an installment of 3,205 restricted stock units vested on December 1, 2020, and installments of 3,205 restricted stock units will vest on each of December 1, 2021 and December 1, 2022.
- (7) 24,014 restricted stock units vested on December 2, 2019, an installment of 24,013 restricted stock units vested on December 1, 2020, and installments of 24,013 restricted stock units will vest on each of December 1, 2021 and December 1, 2022.
- (8) 50,000 restricted stock units vested on December 1, 2020, and installments of 50,000 restricted stock units will vest on each of December 1, 2021, December 1, 2022, and December 1, 2023.

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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