

# 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       |

## 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

|  |                                      |  |   |     |   |   |   |  |   |
|--|--------------------------------------|--|---|-----|---|---|---|--|---|
| 1. Name and Address of Reporting Person*<br>SCHAWK DAVID A |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br>MATTHEWS INTERNATIONAL CORP<br>[MATW]    |     |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |   |  |   |
| (Last)   | (First)                              | (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/11/2021                          |     |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |   |  |   |
| 674 SKYE LANE  |                                      |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |     |   |   |   |  |   |
| (Street)<br>BARRINGTON, IL 60010                           |                                      |  |   |     |   |   |   |  |   |
| (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   |  |   |
| Class A Common Stock                                       | 03/14/2021                           |  | M   | (1) | 902   | A   | \$ 0  | 2,752  | D   |

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

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. 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 |
| Restricted Share Units                     | \$ 0 (2)   | 03/11/2021                           |  | A                              |   | 2,988   | (3) | (4)  | (4)             | Class A Common Stock  | 2,988.00 (4)                               | \$ 0   | 2,988  | D  |       |
| Restricted Share Units                     | \$ 0   | 03/14/2021                           |  | M                              |   | 902   |     | (1)  | (1)             | Class A Common Stock  | 902.00                                     | \$ 0   | 0  | D  |       |

### Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SCHAWK DAVID A<br>674 SKYE LANE<br>BARRINGTON, IL 60010 | X             |           |         |       |

### Signatures

|   |  |            |
|---|--|------------|
| /s/ Brian D. Walters (Attorney-in-Fact) |  | 03/15/2021 |
| 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) On March 14, 2021, the vesting date, the time-based restricted share units converted into an equal number of shares of the Company's Class A common stock.
- (2) Award of restricted share units made under the 2019 Director Fee Plan subject to the agreement entered into under the Plan. Each restricted share unit represents a contingent right to receive one share of the Company's Class A common stock.
- (3) The number of restricted share units issued by the Issuer to the Reporting Person was calculated based on \$41.84, which represents the mean of the highest and lowest sales prices per share of the Issuer's Class A common stock on the Nasdaq Exchange on the date of issuance.
- (4) The award generally vests on March 11, 2023 at which point the units will be converted to an equal number of shares of the Company's Class A common stock.

**Remarks:**

The Power of Attorney dated November 17, 2017 was filed on February 23, 2018, in Form 4, and is incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.