SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 Add <u>Hanna Geo</u>	. Date of Event Requiring Stater Month/Day/Yea 13/18/2019	nent	3. Issuer Name and Ticker or Trading Symbol <u>ITT Inc.</u> [ITT]								
(Last) (First) (Middle) C/O ITT INC. 1133 WESTCHESTER AVENUE					4. Relationship of Reporting Pers (Check all applicable) Director		on(s) to Issuer 10% Owner Other (specify		5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) WHITE PLAINS	NY	10604			X	below) See Remarks	below)	· [6	Applicable Line) X Form filed b	t/Group Filing (Check y One Reporting Person y More than One erson	
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					Beneficially Owned (Instr. 4) Form or In				Nature of Indirect Instr. 5)	ature of Indirect Beneficial Ownership tr. 5)	
Common Stock						2,445.548 ⁽¹⁾ D					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securit Underlying Derivative Security				ise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	n Title		Amount or Number of Shares	Derivativ Security			
Employee stock option (right to buy)		(2)	02/19/2026	5	Common Stock	2,190	33.01	D			

Explanation of Responses:

1. Includes (i) 204.548 shares under a dividend reinvestment plan, (ii) 1,530 restricted stock units, all of which are scheduled to vest on February 23, 2020, (iii) 1,080 restricted stock units which are scheduled to vest in two equal annual installments on February 26, 2020 and February 26, 2021, and (iv) 1,290 restricted stock units which are scheduled to vest in three equal annual installments beginning on March 4, 2020.

2. The stock option is currently exercisable.

Remarks:

SVP & President, Industrial Process

/s/ Lori B. Marino, Secretary of ITT Inc. by Power of Attorney 03/20/2019 for George Hanna

** 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 5 (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 Number.

POWER OF ATTORNEY

The undersigned does hereby nominate, constitute and appoint Mary E. Gustafsson, Maurine C. Lembesis, and Lori B. Marino or any of them, the undersigned's true and lawful attorney and agent to do any and all acts and things and execute and file any and all instruments which said attorneys and agents, or any of them, may deem necessary or advisable to enable the undersigned (in the undersigned's individual capacity or in any other capacity) to comply with the Securities Exchange Act of 1934 (the "34 Act") and the Securities Act of 1933 (the "33 Act") and any requirements of the Securities and Exchange Commission (the "SEC") in respect thereof, in connection with the preparation, execution and/or filing of (i) any report or statement of beneficial ownership or changes in beneficial ownership of securities of ITT Inc., an Indiana corporation (the "Company"), that the undersigned (in the undersigned's individual capacity or in any other capacity) may be required to file pursuant to Section 16(a) of the 34 Act, including any report or statement on Form 3, Form 4 or Form 5, or to any amendment thereto, (ii) any report or notice required under Rule 144 of the 33 Act, including Form 144, or any amendment thereto, and (iii) any and all other documents or instruments that may be necessary or desirable in connection with or in furtherance of any of the foregoing, including Form ID, or any amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required pursuant to Section 16(a) of the 34 Act or any rule or regulation of the SEC, such power and authority to extend to any form or forms adopted by the SEC in lieu of or in addition to any of the foregoing and to include full power and authority to sign the undersigned's name in his or her individual capacity or otherwise, hereby ratifying and confirming all that said attorneys and agents, or any of them, shall do or cause to be done by virtue thereof.

This authorization shall supersede all prior authorizations to act for the undersigned with respect to securities of the Company in such matters, which prior authorizations are hereby revoked, and shall remain in effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of March, 2019.

/s/ George Hanna George Hanna