

# 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

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>Furlow Brenda S. |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>BIO-TECHNE Corp [TECH]                   |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>SVP - General Counsel |  |  |
| (Last)<br>614 MCKINLEY PLACE NE                              | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/31/2021                          |  |  |   |  |  |
| (Street)<br>MINNEAPOLIS, MN 55413                            |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |  | 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                             |  |  |
| (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                    | 08/31/2021                           |  | M                              |   | 5,000   | A          | \$ 125.05   | 12,620   | D   |       |
| Common Stock                    | 08/31/2021                           |  | S                              |   | 323   | D          | \$ 503.2383<br><a href="#">(1)</a>  | 12,297   | D   |       |
| Common Stock                    | 08/31/2021                           |  | S                              |   | 1,569   | D          | \$ 505.2612<br><a href="#">(2)</a>  | 10,728   | D   |       |
| Common Stock                    | 08/31/2021                           |  | S                              |   | 3,108   | D          | \$ 506.1167<br><a href="#">(3)</a>  | 7,620  | 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)               | \$ 108.49  |                                      |  |                                |   |   | <a href="#">(5)</a>                                      | 08/07/2022      | Common Stock  | 921                        |  | 921  | D  |  |
| Stock Options (Right to Buy)               | \$ 125.05  | 08/31/2021                           |  | M                              |   | 5,000   | <a href="#">(5)</a>                                      | 08/09/2024      | Common Stock  | 5,000                      | \$ 0                                       | 16,374   | D  |  |
| Stock Options (Right to Buy)               | \$ 177.32  |                                      |  |                                |   |   | <a href="#">(5)</a>                                      | 08/08/2025      | Common Stock  | 7,339                      |  | 7,339  | D  |  |
| Stock Options (Right to Buy)               | \$ 177.32  |                                      |  |                                |   |   | <a href="#">(6)</a>                                      | 08/08/2025      | Common Stock  | 9,786                      |  | 9,786  | D  |  |

|                              |           |  |  |  |  |  |  |      |            |              |              |        |          |        |   |
|------------------------------|-----------|--|--|--|--|--|--|------|------------|--------------|--------------|--------|----------|--------|---|
| Restricted Stock Units       | (4)       |  |  |  |  |  |  | (7)  | (7)        | Common Stock | 1,969        |        | 1,969    | D      |   |
| Stock Options (Right to Buy) | \$ 190.41 |  |  |  |  |  |  | (7)  | 08/07/2026 | Common Stock | 9,968        |        | 9,968    | D      |   |
| Stock Options (Right to Buy) | \$ 190.41 |  |  |  |  |  |  | (8)  | 08/07/2026 | Common Stock | 13,290       |        | 13,290   | D      |   |
| Restricted Stock Units       | (4)       |  |  |  |  |  |  | (9)  | (9)        | Common Stock | 1,679        |        | 1,679    | D      |   |
| Stock Options (Right to Buy) | \$ 267.87 |  |  |  |  |  |  | (9)  | 08/05/2027 | Common Stock | 7,492        |        | 7,492    | D      |   |
| Stock Options (Right to Buy) | \$ 267.87 |  |  |  |  |  |  | (10) | 08/05/2027 | Common Stock | 9,990        |        | 9,990    | D      |   |
| Stock Options (Right to Buy) | \$ 267.87 |  |  |  |  |  |  | (11) | 08/05/2027 | Common Stock | 8,325        |        | 8,325    | D      |   |
| Stock Options (Right to Buy) | \$ 267.87 |  |  |  |  |  |  | (12) | 08/05/2027 | Common Stock | 8,325.00     |        | 8,325.00 | D      |   |
| Stock Options (Right to Buy) | \$ 372.44 |  |  |  |  |  |  |      | 08/31/2022 | 03/01/2028   | Common Stock | 10,997 |          | 10,997 | D |
| Restricted Stock Units       | (4)       |  |  |  |  |  |  | (13) | (13)       | Common Stock | 1,167        |        | 1,167    | D      |   |
| Stock Options (Right to Buy) | \$ 481.82 |  |  |  |  |  |  | (13) | 08/06/2028 | Common Stock | 4,560        |        | 4,560    | D      |   |
| Stock Options (Right to Buy) | \$ 481.82 |  |  |  |  |  |  | (14) | 08/06/2028 | Common Stock | 6,080        |        | 6,080    | D      |   |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Furlow Brenda S.<br>614 MCKINLEY PLACE NE<br>MINNEAPOLIS, MN 55413 |               |           | SVP - General Counsel |       |

## Signatures

|   |  |                     |
|---|--|---------------------|
| /s/ Sarah Tucher as Attorney-in-Fact for Brenda S. Furlow pursuant to Power of Attorney previously filed. |  | 09/02/2021          |
| <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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$503.06 to \$503.43, inclusive. The reporting person undertakes to provide Bio-Techne Corporation, any security holder of Bio-Techne Corporation, 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$504.63 to \$505.57, inclusive. The reporting person undertakes to provide Bio-Techne Corporation, any security holder of Bio-Techne Corporation, 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$505.92 to \$506.40, inclusive. The reporting person undertakes to provide Bio-Techne Corporation, any security holder of Bio-Techne Corporation, 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.
- (4) Each restricted stock unit represents a contingent right to receive one share of Bio-Techne common stock.
- (5) Fully exercisable.
- (6) Options to purchase 2,447 shares vest on each of 8/8/2019 and 8/8/2020 and options to purchase 2,446 shares vest on each of 8/8/2021 and 8/8/2022.
- (7) Vests in full or in part on 8/7/2022 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).
- (8) Options to purchase 3,323 shares vest on each of 8/7/2020 and 8/7/2021 and options to purchase 3,322 shares vest on each of 8/7/2022 and 8/7/2023.
- (9) Vests in full or in part on 8/5/2023 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).
- (10) Options to purchase 2,498 shares vest on each of 8/5/2021 and 8/5/2022 and options to purchase 2,497 shares vest on each of 8/5/2023 and 8/5/2024.
- (11) Vests in full on the date performance of certain product revenue goals during the period of fiscal 2021-2023 is certified by the Administrator, in no event earlier than 8/5/2021.
- (12) Options to purchase 2,775 shares vest on each of 8/5/2021, 8/5/2022 and 8/5/2023.
- (13) Vests in full or in part on 8/6/2024 if certain performance goals are achieved (or such later date as performance is certified by the Administrator).
- (14) Options to purchase 1,520 shares vest on each of 8/6/2022, 8/6/2023, 8/6/2024 and 8/6/2025.

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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