

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>GATZKE CARLA S</u> (Last) (First) (Middle) 201 DAKTRONICS DRIVE (Street) BROOKINGS SD 57006 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>DAKTRONICS INC /SD/ [DAKT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Secretary and VP of Human Reso</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/23/2019 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 08/23/2019 | | M | | 550 | A | \$0 ⁽¹⁾ | 459,635 | D | |
| Common Stock | 08/23/2019 | | M | | 550 | A | \$0 ⁽¹⁾ | 460,185 | D | |
| Common Stock | 08/23/2019 | | M | | 550 | A | \$0 ⁽¹⁾ | 460,735 | D | |
| Common Stock | 08/23/2019 | | M | | 550 | A | \$0 ⁽¹⁾ | 461,285 | D | |
| Common Stock | 08/23/2019 | | M | | 500 | A | \$0 ⁽²⁾ | 461,785 | D | |
| Common Stock | 08/23/2019 | | F | | 128 | D | \$5.95 | 461,657 | D | |
| Common Stock | 08/23/2019 | | F | | 128 | D | \$5.95 | 461,529 | D | |
| Common Stock | 08/23/2019 | | F | | 128 | D | \$5.95 | 461,401 | D | |
| Common Stock | 08/23/2019 | | F | | 128 | D | \$5.95 | 461,273 | D | |
| Common Stock | 08/23/2019 | | F | | 117 | D | \$5.95 | 461,156 | D | |

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 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: 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 Stock Units | \$0.0 | 08/23/2019 | | M | | 550 | | (3) | (3) | Common Stock | 550 | \$0 | 7,450 | D | |
| Restricted Stock Units | \$0.0 | 08/23/2019 | | M | | 550 | | (4) | (4) | Common Stock | 550 | \$0 | 6,900 | D | |
| Restricted Stock Units | \$0.0 | 08/23/2019 | | M | | 550 | | (5) | (5) | Common Stock | 550 | \$0 | 6,350 | D | |
| Restricted Stock Units | \$0.0 | 08/23/2019 | | M | | 550 | | (6) | (6) | Common Stock | 550 | \$0 | 5,800 | D | |
| Restricted Stock Units | \$0.0 | 08/23/2019 | | M | | 500 | | (7) | (7) | Common Stock | 500 | \$0 | 5,300 | D | |

Explanation of Responses:

- On August 23, 2019, 550 of the reporting persons restricted stock units vested, 422 shares of Common Stock were delivered, and 128 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligation.
- On August 23, 2019, 500 of the reporting persons restricted stock units vested, 383 shares of Common Stock were delivered, and 117 shares of Common Stock were withheld by the Company to satisfy income tax withholding obligation.
- Restricted Stock Units granted on 09/04/2014 vest 20% each year for five years beginning on 08/23/2015. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.

4. Restricted Stock Units granted on 09/03/2015 vest 20% each year for five years beginning on 08/23/2016. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
5. Restricted Stock Units granted on 09/01/2016 vest 20% each year for five years beginning on 08/23/2017. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
6. Restricted Stock Units granted on 08/31/2017 vest 20% each year for five years beginning on 08/23/2018. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.
7. Restricted Stock Units granted on 09/06/2018 vest 20% each year for five years beginning on 08/23/2019. Vested shares will be delivered to the reporting person as soon as practicable after the date of vesting.

Remarks:

Carla S. Gatzke

08/27/2019

** 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 Number.