

Forest Laboratories, LLC
Form 4
July 02, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kelly John Alexander

(Last) (First) (Middle)

C/O FOREST LABORATORIES,
INC., 909 THIRD AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Forest Laboratories, LLC [FRX]

3. Date of Earliest Transaction
(Month/Day/Year)

06/30/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SVP - Chief Comm's & IR

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
Restricted Stock	07/01/2014		D	13,263	D	11	0

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	06/30/2014		A		7,989		<u>(2)</u>	<u>(2)</u>	Common Stock	7,989
Stock Option (Right to Buy)	\$ 47.18	07/01/2014		D		8,476		<u>(3)</u>	10/23/2023	Common stock	8,476
Stock Option (Right to Buy)	\$ 47.18	07/01/2014		D		2,724		<u>(4)</u>	10/23/2023	Common stock	2,724
Stock Option (Right to Buy)	\$ 92.65	07/01/2014		D		1,079		<u>(5)</u>	05/12/2024	Common stock	1,079
Stock Option (Right to Buy)	\$ 92.65	07/01/2014		D		9,631		<u>(6)</u>	05/12/2024	Common stock	9,631
Restricted Stock Units	\$ 0	07/01/2014		D		7,989		<u>(2)</u>	<u>(2)</u>	Common Stock	7,989

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kelly John Alexander C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022	SVP - Chief Comm's & IR

Signatures

/s/ Rita Weinberger as attorney-in-fact for John Alexander
Kelly

07/02/2014

__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) Outstanding restricted stock awards were assumed by Actavis pursuant to the Merger Agreement and replaced with an Actavis restricted stock unit award covering 0.4723 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger for each issuer share underlying the restricted stock award.

(2) The restricted stock units will vest on the second anniversary of the grant date, subject to continued employment through such anniversary, and also to acceleration in the event of certain terminations of employment.

(3) The options, which vest in equal amounts on October 24, 2014, October 24, 2015, October 24, 2016, and October 24, 2017, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(4) The options, which vest in equal amounts on October 24, 2014, October 24, 2015, October 24, 2016, and October 24, 2017, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(5) The options, which vest on May 13, 2018, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(6) The options, 2,678 of which vest on May 13, 2015, 2,678 of which vest on May 13, 2016, 2,677 of which vest on May 13, 2017, and 1,598 of which vest on May 13, 2018, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(7) Outstanding restricted stock unit awards were assumed by Actavis pursuant to the Merger Agreement and replaced with an Actavis restricted stock unit award covering 0.4723 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger for each issuer share underlying the restricted stock unit award.

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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