

Actavis plc
Form 4
July 03, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAUNDERS BRENT L

(Last) (First) (Middle)

1 GRAND CANAL SQUARE

(Street)

DUBLIN 2, L2 00000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Actavis plc [ACT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO and President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Ordinary Shares, par value \$0.0001	07/01/2014		A		96,865 (1) (2)	A (1) 96,865 (2)	D

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

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(9-02)

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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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 70.78	07/01/2014		A		9,446 ⁽³⁾		⁽¹⁾	08/22/2021	Ordinary Shares
Stock Option (Right to Buy)	\$ 73.13	07/01/2014		A		3,691 ⁽⁴⁾		⁽¹⁾	08/22/2022	Ordinary Shares
Stock Option (Right to Buy)	\$ 90.22	07/01/2014		A		2,790 ⁽⁴⁾		⁽¹⁾	08/14/2023	Ordinary Shares
Stock Option (Right to Buy)	\$ 91.13	07/01/2014		A		222,958 ⁽⁵⁾		⁽¹⁾	09/30/2023	Ordinary Shares
Stock Option (Right to Buy)	\$ 196.16	07/01/2014		A		63,566 ⁽⁶⁾		⁽¹⁾	05/12/2024	Ordinary Shares
Performance-Based Restricted Stock Unit	⁽⁷⁾	07/01/2014		A		114,997 ⁽⁷⁾		⁽⁷⁾	⁽⁷⁾	Ordinary Shares
Stock Option (Right to Buy)	\$ 224	07/01/2014		A		104,651 ⁽⁸⁾		⁽⁸⁾	07/01/2024	Ordinary Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SAUNDERS BRENT L 1 GRAND CANAL SQUARE DUBLIN 2, L2 00000	X CEO and President

Signatures

/s/ A. Robert D. Bailey, Attorney-in-Fact for the Reporting Person
 **Signature of Reporting Person
 Date 07/03/2014

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).

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- (1) On July 1, 2014, the Issuer ("Actavis") acquired Forest Laboratories, Inc. ("Forest") through a series of merger transactions which resulted in Forest becoming an indirect wholly-owned subsidiary of Actavis (the "Acquisition"). In connection with the Acquisition, each (i) unvested share of Forest restricted stock (each, a "Forest RSS") and each unvested Forest restricted stock unit (each, a "Forest RSU") was converted into restricted stock units of Actavis (each, an "Actavis RSU") and (ii) option to purchase Forest shares (each, a "Forest Option") was exchanged for an option to purchase ordinary shares of Actavis, in each case at a rate of 0.4723 Actavis award per corresponding Forest award. Each share of Forest common stock held by the Reporting Person was exchanged for \$25.67 in cash plus 0.3326 of an Actavis ordinary share, with fractions of an Actavis ordinary share being cashed out at \$219.00 per share.
- (2) Includes 96,358 Actavis RSUs issued upon the conversion of Forest RSS and Forest RSU pursuant to the terms of the Acquisition.
- (3) Received in exchange for a Forest Option in connection with the Acquisition. Vests as to 25% of the shares covered by the option on the six month anniversary of the grant date (August 23, 2011) and on each of the first three anniversaries of the grant date.
- (4) Received in exchange for a Forest Option in connection with the Acquisition. The option is fully vested.
- (5) Received in exchange for a Forest Option in connection with the Acquisition. Vests in approximately equal installments as to one-third of the shares covered by the option on each of the first three anniversaries of the grant date (October 1, 2013).
- (6) Received in exchange for a Forest Option in connection with the Acquisition. Vests in approximately equal installments as to 25% of the shares covered by the option on each of the first four anniversaries of the grant date (May 13, 2014).
- (7) Represents performance-based restricted share units ("PSUs") which will vest as to one-third of the total grant on each of December 31, 2017, 2018 and 2019, subject to the achievement by Actavis of certain performance criteria. Each PSU represents a contingent right to receive ordinary shares of Actavis equal to the product of the applicable performance multiple and the target number of shares underlying the PSU, as set forth in the award agreement between Actavis and the Reporting Person.
- (8) Vests in five equal annual installments commencing on the first anniversary of the grant date (July 1, 2014).

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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