

SYMANTEC CORP
Form 3
August 03, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>SLP IV Star Holdings, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O SILVER LAKE PARTNERS, 2775 SAND HILL ROAD, SUITE 100</p> <p>(Street)</p> <p>MENLO PARK, CA 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/01/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SYMANTEC CORP [SYMC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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 Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

2.00% Convertible Senior Notes due 2021 ⁽¹⁾ ⁽²⁾	Â ⁽³⁾	Â ⁽⁴⁾	Common Stock	24,493,000 ⁽⁵⁾	\$ 20.41 ⁽⁶⁾	I	or Indirect (1) (Instr. 5)	Held through SLP IV Star Holdings, L.P. ⁽⁷⁾
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLP IV Star Holdings, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â X	Â	Â	Â
SLP IV Star GP, L.L.C. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â X	Â	Â	Â

Signatures

/s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV, Ltd., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Star GP, L.L.C. 08/03/2016

__Signature of Reporting Person Date

/s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV, Ltd., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Star GP, L.L.C., general partner of SLP IV Star Holdings, L.P. 08/03/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) This Form 3 is filed by SLP IV Star Holdings, L.P. ("Star") and SLP IV Star GP, L.L.C. ("Star LLC") (collectively, the "Reporting Persons"). Star LLC is the general partner of Star. Mr. Kenneth Hao, a director of Silver Lake (Offshore) AIV GP IV, Ltd., which is the general partner of Silver Lake Technology Associates IV Cayman, L.P., which is the managing member of Star LLC, is a member of the board of directors of Symantec Corporation (the "Issuer"). Each of Star and Star LLC may be deemed to be a director by deputization of the Issuer.
- (2) Star LLC, as the general partner of Star, may be deemed to be the indirect beneficial owner of the securities directly owned by Star under Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that any Reporting Person is a beneficial owner of all securities covered by this filing, and Star LLC disclaims beneficial ownership of the securities held by Star, except to the extent of Star LLC's pecuniary interest therein, if any.
- (3) In accordance with an investment agreement, dated as of June 12, 2016, Star is restricted from converting the Issuer's 2.00% Convertible Senior Notes due 2021 (the "Convertible Notes") prior to the earlier of (i) the first anniversary of the date of issuance and (ii) the consummation of any change in control of the Issuer or entry into a definitive agreement for a transaction that, if consummated, would result in a change in control of the Issuer, in each case, subject to certain exceptions.
- (4) The Convertible Notes mature on August 15, 2021, subject to earlier repurchase or conversion in accordance with their terms.

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- Upon conversion of the Convertible Notes, the Issuer will deliver, at its election, cash, shares of the Issuer's common stock ("Common Stock") or a combination of cash and shares of Common Stock. This number represents the number of shares of Common Stock issuable upon conversion of the Convertible Notes if the Issuer elects to settle its conversion obligation solely through shares of
- (5) Common Stock by delivering a number of shares of Common Stock at the initial conversion rate of 48.9860 shares of Common Stock, and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes. The initial conversion rate is subject to adjustment from time to time upon the occurrence of certain customary events in accordance with the terms of an indenture, dated as of August 1, 2016, by and between the Issuer and Wells Fargo Bank, National Association, as trustee.
- (6) The initial conversion rate of 48.9860 per \$1,000 principal amount of Convertible Notes is equivalent to an initial conversion price of approximately \$20.41 per share of Common Stock.
- (7) These securities are directly held by Star. See footnote 2.

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Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

Silver Lake Technology Associates IV Cayman, L.P., Silver Lake (Offshore) AIV GP IV, Ltd. and

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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