

SYMANTEC CORP

Form 4

August 03, 2016

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 *
Silver Lake (Offshore) AIV GP IV,
Ltd.

(Last) (First) (Middle)

C/O SILVER LAKE
PARTNERS, 2775 SAND HILL
ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SYMANTEC CORP [SYMC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2016

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)

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)
				(A) or (D)			
			Code	V	Amount		Price

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
2.00% Convertible Senior Notes due 2021 ^{(1) (2)}	\$ 20.41 <u>(3)</u>	08/01/2016	A	\$ 500,000,000	<u>(4)</u>	<u>(5)</u>	Common Stock	24,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silver Lake (Offshore) AIV GP IV, Ltd. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			
Silver Lake Technology Associates IV Cayman, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			
Hao Kenneth C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			

Signatures

/s/ Karen M. King, Director of Silver Lake (Offshore) AIV GP IV, Ltd. 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. 08/03/2016

Signature of Reporting Person _____ Date _____

/s/ Kenneth Y. Hao 08/03/2016

**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) This Form 4 is filed on behalf of Silver Lake Technology Associates IV Cayman, L.P. ("SLTA"), Silver Lake (Offshore) AIV GP IV, Ltd. ("AIV GP") and Mr. Kenneth Hao (collectively, the "Reporting Persons"). AIV GP is the general partner of SLTA. SLTA is the managing member of SLP IV Star GP, L.L.C. ("Star LLC"). Star LLC is the general partner of SLP IV Star Holdings, L.P. ("Star"). Mr. Kenneth Hao, a director of AIV GP, serves as a member of the board of directors of Symantec Corporation (the "Issuer"). Each of Star,

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Star LLC, SLTA and AIV GP may be deemed to be a director by deputization of the Issuer.

- (2) SLTA, as the managing member of Star LLC, AIV GP, as the general partner of SLTA, and Mr. Hao, as a director of AIV GP, may each 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 each Reporting Person disclaims beneficial ownership of the securities held by Star, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (3) The initial conversion rate of 48.9860 per \$1,000 principal amount of the Issuer's 2.00% Convertible Senior Notes due 2021 (the "Convertible Notes") is equivalent to an initial conversion price of approximately \$20.41 per share of the Issuer's common stock ("Common Stock").
- (4) In accordance with an investment agreement, dated as of June 12, 2016, Star is restricted from converting 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.
- (5) The Convertible Notes mature on August 15, 2021, subject to earlier repurchase or conversion in accordance with their terms.
- (6) Upon conversion of the Convertible Notes, the Issuer will deliver, at its election, cash, shares of 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 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.
- (7) These securities are directly held by Star. See footnote 2.

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. This filing shall not be

Star and Star LLC have separately filed a Form 3 in connection with the acquisition of the Convertible Notes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.