

Alkermes plc.
Form 4
March 01, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRATES JAMES M

(Last) (First) (Middle)
**CONNAUGHT HOUSE, 1
BURLINGTON ROAD**

(Street)

DUBLIN 4 Ireland

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Alkermes plc. [ALKS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2016

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)
SVP, Alks Inc; CFO ALKS

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares | 02/26/2016 | | M | 2,625 A | \$ 0 26,659 ⁽¹⁾ | D | |
| Ordinary Shares | | | | | 4,000 | I | By Sons |
| Ordinary Shares | | | | | 50,801 | I | By 2014 GRAT ⁽²⁾ |
| Ordinary Shares | | | | | 41,423 | I | By 2015 GRAT ⁽³⁾ |
| Ordinary Shares | | | | | 30,000 | I | By 2015 GRAT No. 2 ⁽⁴⁾ |

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

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(9-02)

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 Underlying Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|-----------------|---------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Restricted Stock Unit Award | \$ 0 | 02/26/2016 | | M | | 2,625 | | 02/26/2016 ⁽⁵⁾ | ⁽⁵⁾ | Ordinary Shares | 2 |
| Employee Stock Option (Right to Buy) | \$ 32.27 | 02/29/2016 | | A | | 76,000 | | 03/01/2017 ⁽⁶⁾ | 02/28/2026 | Ordinary Shares | 7 |
| Restricted Stock Unit Award | \$ 0 | 02/29/2016 | | A | | 18,000 | | 03/01/2017 ⁽⁷⁾ | ⁽⁷⁾ | Ordinary Shares | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRATES JAMES M CONNAUGHT HOUSE 1 BURLINGTON ROAD DUBLIN 4 Ireland | | | SVP, Alks Inc; CFO ALKS | |

Signatures

/s/ Jennifer Baptiste, attorney-in-fact for James M. Frates

03/01/2016

**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) Excludes 30,000 shares previously owned directly which were contributed to the James M. Frates Grantor Retained Annuity Trust No. 2 dated November 25, 2015 (the "2015 GRAT No. 2") on November 30, 2015, which was exempt from reporting obligations by virtue of Rule 16a-13 promulgated under the Securities Exchange Act of 1934, as amended.

(2) Shares held by James M. Frates Grantor Retained Annuity Trust dated March 14, 2014 (the "GRAT"). The Reporting Person is a trustee and beneficiary of the GRAT and may be deemed to hold voting and dispositive power with regard to the reported shares held by the GRAT.

(3) Shares held by the James M. Frates Grantor Retained Annuity Trust dated May 29, 2015 (the "2015 GRAT"). The Reporting Person is a trustee and beneficiary of the 2015 GRAT and may be deemed to hold voting and dispositive power with regard to the reported shares held by the 2015 GRAT.

(4) Shares held by the 2015 GRAT No. 2. The Reporting Person is a trustee and beneficiary of the 2015 GRAT No. 2 and may be deemed to hold voting and dispositive power with regard to the reported shares held by the 2015 GRAT No. 2.

(5) Shares subject to the restricted stock unit award vest in equal annual installments over a four year period, commencing 2/26/2016.

(6) Shares subject to the stock option award vest in four equal annual installments commencing on 3/1/2017.

(7) Shares subject to the restricted stock unit award vest in equal annual installments over a four year period, commencing 3/1/2017.

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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