

SYNERGETICS USA INC
Form 4
October 15, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fanning Michael

(Last) (First) (Middle)

C/O SYNERGETICS USA,
INC., 3845 CORPORATE CENTRE
DRIVE

(Street)

O'FALLON, MO 63368

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYNERGETICS USA INC [SURG]

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2015

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)
VP of Domestic Sales

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	10/15/2015		U		60,261	D	11
Common Stock	10/15/2015		D		30,682	D	2

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock option (right to buy)	\$ 4.43	10/15/2015		D	7,852	<u>(3)</u> 12/16/2020	Common Stock	7,852
Stock option (right to buy)	\$ 6.21	10/15/2015		D	14,437	<u>(3)</u> 12/14/2021	Common Stock	14,437
Stock option (right to buy)	\$ 4.52	10/15/2015		D	5,710	<u>(3)</u> 12/14/2022	Common Stock	5,710
Stock option (right to buy)	\$ 3.82	10/15/2015		D	8,000	<u>(3)</u> 12/19/2023	Common Stock	8,000
Stock option (right to buy)	\$ 3.39	10/15/2015		D	30,000	<u>(3)</u> 12/11/2024	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fanning Michael C/O SYNERGETICS USA, INC. 3845 CORPORATE CENTRE DRIVE O'FALLON, MO 63368			VP of Domestic Sales	

Signatures

/s/ Michael R.
Fanning

10/15/2015

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) Shares tendered for an offer price of \$6.50 per share in cash (the "Cash Consideration") plus one non-transferable contractual contingent value right per share (each, a "CVR"), which represents the right to receive up to two contingent payments, if any, of up to \$1.00 in the aggregate, net to the holder in cash, upon the achievement of certain specified milestones within an agreed upon time period (less any applicable withholding taxes and without interest) (together, the "Offer Price"), pursuant to the tender offer consummated on September 16, 2015 according to the terms of the Agreement and Plan of Merger (the "Merger" Agreement"), dated as of September 1, 2015, by and among Valeant Pharmaceuticals International, Blue Subsidiary Corp. and Synergetics USA, Inc.

(2) Pursuant to the terms of the Merger Agreement, on October 15, 2015, each share of restricted stock issued and outstanding immediately prior to the Effective Time (as defined in the Merger Agreement) was converted into the right to receive an amount per share equal to the Offer Price.

(3) Pursuant to the terms of the Merger Agreement, on October 15, 2015, each option outstanding immediately prior to the Effective Time (as defined in the Merger Agreement) was canceled in exchange for (i) a cash payment equal to the product of (A) the number of shares underlying the option and (B) the difference between the Cash Consideration and the exercise price of the option; and (ii) one CVR for each share underlying the option, in each case without interest and subject to any applicable tax withholding.

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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