

SYNERGETICS USA INC  
Form 4  
October 15, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Hable David M

(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)  
President and CEO

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 (A) or (D) Price                                    |   |  |                                   |
| Common Stock                    | 10/15/2015                           |  | U                              | 77,048 D  | 108,177   | D  |                                   |
| Common Stock                    | 10/15/2015                           |  | D                              | 108,177 D   | 0   | D  |                                   |

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)

Edgar Filing: SYNERGETICS USA INC - Form 4

**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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A) (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Stock option (right to buy)                | \$ 1   | 10/15/2015                           |  | D                              |   | 16,000  | (3)  | 01/28/2019      | Common Stock  | 16,000                     |
| Stock option (right to buy)                | \$ 1.37  | 10/15/2015                           |  | D                              |   | 28,583  | (3)  | 12/18/2019      | Common Stock  | 28,583                     |
| Stock option (right to buy)                | \$ 4.43  | 10/15/2015                           |  | D                              |   | 10,164  | (3)  | 12/16/2020      | Common Stock  | 10,164                     |
| Stock option (right to buy)                | \$ 6.21  | 10/15/2015                           |  | D                              |   | 86,043  | (3)  | 12/14/2021      | Common Stock  | 86,043                     |
| Stock option (right to buy)                | \$ 4.52  | 10/15/2015                           |  | D                              |   | 30,125  | (3)  | 12/14/2022      | Common Stock  | 30,125                     |
| Stock option (right to buy)                | \$ 3.82  | 10/15/2015                           |  | D                              |   | 7,500   | (3)  | 12/19/2023      | Common Stock  | 7,500                      |
| Stock option (right to buy)                | \$ 3.39  | 10/15/2015                           |  | D                              |   | 112,500 | (3)  | 12/11/2024      | Common Stock  | 112,500                    |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

|          |           |                   |       |
|----------|-----------|-------------------|-------|
| Director | 10% Owner | Officer           | Other |
| X        |           | President and CEO |       |

Hable David M  
C/O SYNERGETICS USA, INC.  
3845 CORPORATE CENTRE DRIVE  
O'FALLON, MO 63368

## Signatures

/s/ David M.  
Hable

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.

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.