

VCA INC
Form 4
February 26, 2016

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 *
ANTIN ROBERT L

(Last) (First) (Middle)

C/O VCA INC., 12401 WEST OLYMPIC BOULEVARD

(Street)

LOS ANGELES, CA 90064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VCA INC [WOOF]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2016

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)
CEO, President & Chairman

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.001 per share | 02/25/2016 | | A | (1) 65,301 | A \$ 0 260,010 | D | |
| Common Stock, par value \$0.001 per share | 02/25/2016 | | F | (2) 9,021 | D \$ 51.52 250,989 | D | |
| Common Stock, par | 02/25/2016 | | G V | (3) 7,305 | D \$ 0 243,684 | D | |

value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

02/25/2016 A 52,718⁽⁴⁾ A \$ 0 296,402 D

Common
Stock, par
value
\$0.001 per
share

02/25/2016 G V 7,305 A \$ 0 2,108,491 I

See
footnote
(5)

Common
Stock, par
value
\$0.001 per
share

404,991 I

See
footnote
(6)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ANTIN ROBERT L
C/O VCA INC.
12401 WEST OLYMPIC BOULEVARD
LOS ANGELES, CA 90064

X

CEO, President & Chairman

Signatures

/s/ Robert L.
Antin

02/25/2016

**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) Represents an award of performance based restricted stock units granted under the Issuer's 2006 Equity Incentive Plan. Each restricted stock unit represents the right to receive one share of the Issuer's common stock, par value \$0.001 per share. These restricted stock units vest in four equal annual installments on February 25, 2016, October 7, 2016, October 7, 2017, and October 7, 2018, subject to the terms and conditions set forth in the applicable restricted stock unit award agreement.

(2) Reflects the number of shares of common stock withheld by the Issuer to pay the tax liability of the Reporting Person in connection with the settlement of vested restricted stock units previously granted to the Reporting Person.

(3) Represents the transfer of shares to a trust (the "Trust") of which the Reporting Person is trustee.

(4) Represents an award of performance based restricted stock units granted under the Issuer's 2015 Equity Incentive Plan. Each restricted stock unit represents the right to receive one share of the Issuer's common stock, par value \$0.001 per share. These restricted stock units vest in four equal annual installments on October 7, 2016, October 7, 2017, October 7, 2018, and October 7, 2019, subject to the terms and conditions set forth in the applicable restricted stock unit award agreement.

(5) These shares are held for the account of the Trust. The Reporting Person continues to report beneficial ownership of the shares held for the account of the Trust but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(6) These shares are held for the account of a limited liability company for which the Reporting Person serves as manager and which is owned by trusts established for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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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