Forest Laboratories, LLC Form 4 July 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * GOODMAN KENNETH E

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Forest Laboratories, LLC [FRX]

(Check all applicable)

C/O FOREST LABORATORIES.

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 07/01/2014

_X__ Director 10% Owner Officer (give title Other (specify below)

INC., 909 THIRD AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10022

							,	,	•
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of			5. Amount of Securities	6. Ownership Form: Direct			
(Instr. 3)	•	any	Code	de (D)			Beneficially	(D) or	Beneficial
, , , ,		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
		•					Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common			Couc ,	7 IIIIOGIII	(2)	11100			
Stock	07/01/2014		D	37,503	D	<u>(1)</u>	0	D	
Restricted Stock	07/01/2014		D	2,967	D	<u>(2)</u>	0	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 39.88	07/01/2014		D	4,000	<u>(3)</u>	08/13/2017	Common Stock	4,000
Stock Option (Right to Buy)	\$ 38.33	07/01/2014		D	4,000	<u>(5)</u>	08/11/2018	Common Stock	4,000
Stock Option (Right to Buy)	\$ 26.25	07/01/2014		D	4,000	<u>(6)</u>	08/10/2019	Common Stock	4,000
Stock Option (Right to Buy)	\$ 28.23	07/01/2014		D	5,621	<u>(7)</u>	08/08/2020	Common Stock	5,621
Stock Option (Right to Buy)	\$ 33.43	07/01/2014		D	5,546	<u>(8)</u>	08/22/2021	Common Stock	5,546
Stock Option (Right to Buy)	\$ 34.54	07/01/2014		D	7,815	<u>(9)</u>	08/22/2022	Common Stock	7,815
Stock Option (Right to Buy)	\$ 42.61	07/01/2014		D	5,909	(10)	08/14/2023	Common Stock	5,909

8. l De Sec

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOODMAN KENNETH E C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK. NY 10022

X

Signatures

/s/ Rita Weinberger as attorney-in-fact for Kenneth E. Goodman

07/02/2014

**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).

Each share of common stock was disposed of pursuant to the Merger Agreement, dated as of February 17, 2014 (the "Merger Agreement"), by and among the issuer and Actavis plc ("Actavis"), Tango US Holdings Inc., Tango Merger Sub 1 LLC, and Tango

- (1) Merger Sub 2 LLC in exchange for either (A) \$26.04 in cash plus 0.3306 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger or (B) \$25.67 in cash plus 0.332623 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger, depending on the consideration election made by the reporting person and the consideration election procedures set forth in the Merger Agreement.
- Pursuant to the terms of the Merger Agreement, each restricted share of common stock converted as of the effective time of the transaction into the right to receive \$103.43 in cash.
- (3) The options are currently exercisable.

Pursuant to the terms of the Merger Agreement, (a) each vested option to purchase issuer common stock was assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such vested option multiplied by (ii) 0.4723, at an exercise price

- (4) per share equal to the quotient obtained by dividing (x) the exercise price per share of such vested option by (y) 0.4723; and (b) each unvested option to purchase common stock converted as of the effective time of the transaction into the right to receive an amount in cash equal to the product of the excess, if any, of \$103.43 over the exercise price per share of such unvested option multiplied by the number of shares of issuer common stock subject to such option.
- (5) The options are currently exercisable.
- (6) The options are currently exercisable.
- (7) The options are currently exercisable.
- (8) The options are currently exercisable.
- (9) The options are currently exercisable.
- (10) The options are currently exercisable.

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.

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