

Actavis plc
Form 4
July 03, 2014

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 *
SAUNDERS BRENT L

(Last) (First) (Middle)

1 GRAND CANAL SQUARE

(Street)

DUBLIN 2, L2 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Actavis plc [ACT]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2014

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 and President

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 | | |
| Ordinary Shares, par value \$0.0001 | 07/01/2014 | | A | | 96,865 (1) (2) | A | 96,865 (2) D |

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

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SEC 1474 (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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (Right to Buy) | \$ 70.78 | 07/01/2014 | | A | 9,446 ⁽³⁾ | ⁽¹⁾ 08/22/2021 | Ordinary Shares |
| Stock Option (Right to Buy) | \$ 73.13 | 07/01/2014 | | A | 3,691 ⁽⁴⁾ | ⁽¹⁾ 08/22/2022 | Ordinary Shares |
| Stock Option (Right to Buy) | \$ 90.22 | 07/01/2014 | | A | 2,790 ⁽⁴⁾ | ⁽¹⁾ 08/14/2023 | Ordinary Shares |
| Stock Option (Right to Buy) | \$ 91.13 | 07/01/2014 | | A | 222,958 ⁽⁵⁾ | ⁽¹⁾ 09/30/2023 | Ordinary Shares |
| Stock Option (Right to Buy) | \$ 196.16 | 07/01/2014 | | A | 63,566 ⁽⁶⁾ | ⁽¹⁾ 05/12/2024 | Ordinary Shares |
| Performance-Based Restricted Stock Unit | ⁽⁷⁾ | 07/01/2014 | | A | 114,997 ⁽⁷⁾ | ⁽⁷⁾ ⁽⁷⁾ | Ordinary Shares |
| Stock Option (Right to Buy) | \$ 224 | 07/01/2014 | | A | 104,651 ⁽⁸⁾ | ⁽⁸⁾ 07/01/2024 | Ordinary Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SAUNDERS BRENT L 1 GRAND CANAL SQUARE DUBLIN 2, L2 00000 | X | | CEO and President | |

Signatures

/s/ A. Robert D. Bailey, Attorney-in-Fact for the Reporting Person 07/03/2014

^{**}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).

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- (1) On July 1, 2014, the Issuer ("Actavis") acquired Forest Laboratories, Inc. ("Forest") through a series of merger transactions which resulted in Forest becoming an indirect wholly-owned subsidiary of Actavis (the "Acquisition"). In connection with the Acquisition, each (i) unvested share of Forest restricted stock (each, a "Forest RSS") and each unvested Forest restricted stock unit (each, a "Forest RSU") was converted into restricted stock units of Actavis (each, an "Actavis RSU") and (ii) option to purchase Forest shares (each, a "Forest Option") was exchanged for an option to purchase ordinary shares of Actavis, in each case at a rate of 0.4723 Actavis award per corresponding Forest award. Each share of Forest common stock held by the Reporting Person was exchanged for \$25.67 in cash plus 0.3326 of an Actavis ordinary share, with fractions of an Actavis ordinary share being cashed out at \$219.00 per share.
- (2) Includes 96,358 Actavis RSUs issued upon the conversion of Forest RSS and Forest RSU pursuant to the terms of the Acquisition.
- (3) Received in exchange for a Forest Option in connection with the Acquisition. Vests as to 25% of the shares covered by the option on the six month anniversary of the grant date (August 23, 2011) and on each of the first three anniversaries of the grant date.
- (4) Received in exchange for a Forest Option in connection with the Acquisition. The option is fully vested.
- (5) Received in exchange for a Forest Option in connection with the Acquisition. Vests in approximately equal installments as to one-third of the shares covered by the option on each of the first three anniversaries of the grant date (October 1, 2013).
- (6) Received in exchange for a Forest Option in connection with the Acquisition. Vests in approximately equal installments as to 25% of the shares covered by the option on each of the first four anniversaries of the grant date (May 13, 2014).
- (7) Represents performance-based restricted share units ("PSUs") which will vest as to one-third of the total grant on each of December 31, 2017, 2018 and 2019, subject to the achievement by Actavis of certain performance criteria. Each PSU represents a contingent right to receive ordinary shares of Actavis equal to the product of the applicable performance multiple and the target number of shares underlying the PSU, as set forth in the award agreement between Actavis and the Reporting Person.
- (8) Vests in five equal annual installments commencing on the first anniversary of the grant date (July 1, 2014).

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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