

ENDO HEALTH SOLUTIONS INC.
Form 4
February 28, 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 *
Gergel Ivan P.

2. Issuer Name and Ticker or Trading Symbol
ENDO HEALTH SOLUTIONS INC.
[ENDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, R&D and CSO

C/O ENDO HEALTH SOLUTIONS INC., 1400 ATWATER DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

MALVERN, PA 19355

(City) (State) (Zip)

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 or Price | | |
| Common Stock, par value, \$.01 per share | 02/26/2014 ⁽¹⁾ | | A | | 6,658 ⁽²⁾ | A | (3) 35,669 |
| Common Stock, par value, \$.01 per share | 02/26/2014 ⁽¹⁾ | | F | | 9,105 ⁽⁴⁾ | D | \$ 78.3 ⁽⁵⁾ 26,564 |
| Common Stock, par value, \$.01 | 02/27/2014 ⁽⁶⁾ | | F | | 909 ⁽⁴⁾ | D | \$ 79.82 ⁽⁷⁾ 27,649 |

per share

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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gergel Ivan P. C/O ENDO HEALTH SOLUTIONS INC. 1400 ATWATER DRIVE MALVERN, PA 19355 | | | EVP, R&D and CSO | |

Signatures

/s/ Caroline B. Manogue, by power of attorney 02/28/2014

**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).

(1) On February 26, 2014, the cumulative 3-year performance period for Dr. Gergel's February 23, 2011 grant of performance shares concluded. At this time, 13,316 performance shares were converted into 19,974 shares of common stock. Of this amount, 9,105 shares were withheld by the issuer to satisfy tax obligations on shares acquired and 10,869 shares were transferred to Dr. Gergel effective immediately.

(2)

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This incremental number of shares resulted from the automatic conversion of performance shares granted to Dr. Gergel on February 23, 2011 to shares of Endo Health Solutions Inc. common stock pursuant to the terms of the underlying award agreement.

- (3) These securities were granted to Dr. Gergel in consideration of his services as the Executive Vice President, Research & Development and Chief Scientific Officer of Endo Health Solutions Inc.
- (4) These shares represent stock withheld by the issuer to satisfy tax withholding obligations on shares acquired upon vesting of performance shares.
- (5) \$78.30 represents the vesting price, which is the average of the high and low share price on February 26, 2014
- (6) Twenty-five percent (25%) of Dr. Gergel's February 27, 2013 grant of restricted stock units (RSUs) vested on February 27, 2014. Upon vesting, certain shares are withheld by the issuer to satisfy tax obligations on shares acquired.
- (7) \$79.82 represents the vesting price, which is the average of the high and low share price on February 27, 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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