

ENDO HEALTH SOLUTIONS INC.

Form 4

March 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 *
 Farhat Camille

 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)
 02/28/2014

 _____ Director _____ 10% Owner
☒ Officer (give title below) _____ Other (specify below)
 President, AMS, Inc.

 C/O AMERICAN MEDICAL
 SYSTEMS, 10700 BREN ROAD
 WEST

(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

MINNETONKA, MN 55343

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value, \$.01 per share ⁽¹⁾	02/28/2014		D	4,031	D <u>(1)</u> 0	D	
2010 Stock Incentive Plan Restricted Stock Units (RSU) ⁽²⁾	02/28/2014		D	15,978	D <u>(2)</u> 0	D	
	02/28/2014		D	2,195	D <u>(3)</u> 0	D	

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Assumed
Stock
Incentive Plan
Restricted
Stock Units
(RSU) (3)

2010 Stock
Incentive Plan
Restricted
Stock Units
(RSU) (4)

Assumed
Stock

Incentive Plan 02/28/2014
Performance
Shares (5)

2010 Stock
Incentive Plan 02/28/2014
Performance
Shares (6)

2010 Stock
Incentive Plan 02/28/2014
Performance
Shares (7)

D 5,416 D (4) 0 D

D 5,854 D (5) 0 D

D 7,296 D (6) 0 D

D 10,832 D (7) 0 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)

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
2010 Stock Incentive	\$ 32.27	02/28/2014		D	71,177	<u>(8)</u> 09/05/2022	Common Stock	71,177

Plan
Stock
Options
(NQ) ⁽⁸⁾

Assumed

Stock
Incentive
Plan \$ 30.8 02/28/2014 D 9,697 ⁽⁹⁾ 02/27/2020 Common Stock 9,697
Stock
Options
(NQ) ⁽⁹⁾

2010
Stock
Incentive
Plan \$ 79.33 02/28/2014 D 20,182 ⁽¹⁰⁾ 02/26/2024 Common Stock 20,182
Stock
Options
(NQ) ⁽¹⁰⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farhat Camille C/O AMERICAN MEDICAL SYSTEMS 10700 BREN ROAD WEST MINNETONKA, MN 55343			President, AMS, Inc.	

Signatures

/s/ Caroline B. Manogue, by power of attorney 03/03/2014

 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).

(1) On February 28, 2014, Endo Health Solutions Inc. ("Endo") and Paladin Laboratories Inc. ("Paladin") consummated a transaction under an arrangement agreement pursuant to which each of Endo and Paladin was acquired by a new Irish holding company, Endo International plc ("New Endo"). Under the terms of the arrangement agreement (a) New Endo acquired Paladin pursuant to a plan of arrangement under Canadian law and (b) a newly formed subsidiary of New Endo merged with and into Endo, with Endo as the surviving corporation in the merger (the "Merger") and an indirect wholly owned subsidiary of New Endo. At the effective time of the Merger, each Endo common share was cancelled and converted into the right to receive one New Endo ordinary share. The number here represents shares of Endo disposed of pursuant to the Merger.

(2) These restricted stock units granted on September 5, 2012 under the 2010 Stock Incentive Plan, of which 5,327 are vested as of February 28, 2014 with the unvested portion generally vesting 25% annually at each remaining grant date anniversary through September 5, 2016, were assumed by New Endo in the Merger and converted into New Endo restricted stock units with the same terms and conditions as the original Endo restricted stock units.

(3)

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These restricted stock units granted on February 27, 2013 under the Assumed Stock Incentive Plan, of which 732 are vested as of February 28, 2014 with the unvested portion generally vesting 25% annually at each remaining grant date anniversary through February 27, 2017, were assumed by New Endo in the Merger and converted into New Endo restricted stock units with the same terms and conditions as the original Endo restricted stock units.

- (4) These restricted stock units granted on February 26, 2014 under the 2010 Stock Incentive Plan, of which none are vested as of February 28, 2014 with the unvested portion generally vesting 25% annually at each future grant date anniversary through February 26, 2018, were assumed by New Endo in the Merger and converted into New Endo restricted stock units with the same terms and conditions as the original Endo restricted stock units.

- (5) These performance share units granted on March 8, 2013 under the Assumed Stock Incentive Plan were assumed by New Endo in the Merger and converted into New Endo performance share units with the same terms and conditions as the original Endo performance share units. These performance shares vest on March 1, 2016 upon the Company achieving certain shareholder return targets over the period beginning on January 1, 2013 and ending on December 31, 2015. The amount of performance share units included in this line represents the target quantity of shares issuable. The exact number of shares issuable, between 0% and 300% of the target shares, will be based on achievement, as determined by the Compensation Committee of the Board of Directors of Endo, of the specified shareholder return targets over the cumulative 3-year period set forth above.

- (6) These performance share units granted on July 1, 2013 under the 2010 Stock Incentive Plan were assumed by New Endo in the Merger and converted into New Endo performance share units with the same terms and conditions as the original Endo performance share units. These performance shares vest on July 1, 2016 upon the Company achieving certain financial targets over the period beginning on July 1, 2013 and ending on July 1, 2016. The amount of performance share units included in this line represents the target quantity of shares issuable. The exact number of shares issuable, between 0% and 300% of the target shares, will be based on achievement, as determined by the Compensation Committee of the Board of Directors of Endo, of the specified performance targets over the cumulative 3-year period set forth above.

- (7) These performance share units granted on February 26, 2014 under the 2010 Stock Incentive Plan were assumed by New Endo in the Merger and converted into New Endo performance share units with the same terms and conditions as the original Endo performance share units. These performance shares vest on February 26, 2017 upon the Company achieving certain shareholder return targets over the period beginning on February 26, 2014 and ending on February 26, 2017. The amount of performance share units included in this line represents the target quantity of shares issuable. The exact number of shares issuable, between 0% and 300% of the target shares, will be based on achievement, as determined by the Compensation Committee of the Board of Directors of Endo, of the specified shareholder return targets over the cumulative 3-year period set forth above.

- (8) These non-qualified stock options granted on September 5, 2012 under the 2010 Stock Incentive Plan, of which 17,795 are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each remaining grant date anniversary through September 5, 2016, were assumed by New Endo in the Merger and converted into options to purchase ordinary shares of New Endo for the listed exercise price per share with the same terms and conditions as the original Endo stock options.

- (9) These non-qualified stock options granted on February 27, 2013 under the Assumed Stock Incentive Plan, of which 2,425 are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each remaining grant date anniversary through February 27, 2017, were assumed by New Endo in the Merger and converted into options to purchase ordinary shares of New Endo for the listed exercise price per share with the same terms and conditions as the original Endo stock options.

- (10) These non-qualified stock options granted on February 26, 2014 under the 2010 Stock Incentive Plan, of which none are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each grant date anniversary through February 26, 2018, were assumed by New Endo in the Merger and converted into options to purchase ordinary shares of New Endo for the listed exercise price per share with the same terms and conditions as the original Endo stock options.

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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