

Forest Laboratories, LLC  
Form 4  
July 02, 2014

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bailey A Robert D

(Last) (First) (Middle)

C/O FOREST LABORATORIES,  
INC., 909 THIRD AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Forest Laboratories, LLC [FRX]

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

06/30/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

SVP Chief Legal Off, GC &amp; Sec

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_X\_ 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 | (A) or (D) | Price      |                                                                                               |                                                          |                                   |
| Common Stock                    | 07/01/2014                           |                                                    | D                              |                                                                   | 10,914 | D          | <u>(1)</u> | 0                                                                                             | D                                                        |                                   |
| Restricted Stock                | 07/01/2014                           |                                                    | D                              |                                                                   | 16,942 | 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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SEC 1474  
(9-02)

# Edgar Filing: Forest Laboratories, LLC - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of Shares |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|----------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)                                                            | Date<br>Exercisable              | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | \$ 0                                                                  | 06/30/2014                              |                                                             | A                                       |                                                                                                        | 13,388                                                         |                                                                | <u>(3)</u>                       | <u>(3)</u>         | Common<br>Stock | 13,388                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 49.02                                                              | 07/01/2014                              |                                                             | D                                       |                                                                                                        | 8,156                                                          |                                                                | <u>(4)</u>                       | 11/11/2023         | Common<br>Stock | 8,156                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 49.02                                                              | 07/01/2014                              |                                                             | D                                       |                                                                                                        | 20,644                                                         |                                                                | <u>(5)</u>                       | 11/11/2023         | Common<br>Stock | 20,644                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 92.65                                                              | 07/01/2014                              |                                                             | D                                       |                                                                                                        | 1,079                                                          |                                                                | <u>(6)</u>                       | 05/12/2024         | Common<br>Stock | 1,079                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 92.65                                                              | 07/01/2014                              |                                                             | D                                       |                                                                                                        | 26,053                                                         |                                                                | <u>(7)</u>                       | 05/12/2024         | Common<br>Stock | 26,053                              |
| Restricted<br>Stock<br>Units                        | \$ 0                                                                  | 07/01/2014                              |                                                             | D                                       |                                                                                                        | 13,388                                                         |                                                                | <u>(3)</u>                       | <u>(3)</u>         | Common<br>Stock | 13,388                              |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships                    |
|----------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                              | Director 10% Owner Officer Other |
| Bailey A Robert D<br>C/O FOREST LABORATORIES, INC.<br>909 THIRD AVENUE<br>NEW YORK, NY 10022 | SVP Chief Legal Off, GC & Sec    |

## Signatures

/s/ Rita Weinberger as attorney-in-fact for A. Robert D. Bailey

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).

(1) 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 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 proration procedures set forth in the Merger Agreement.

(2) Outstanding restricted stock awards were assumed by Actavis pursuant to the Merger Agreement and replaced with an Actavis restricted stock unit award covering 0.4723 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger for each issuer share underlying the restricted stock award.

(3) The restricted stock units will vest on the second anniversary of the grant date, subject to continued employment through such anniversary, and also to acceleration in the event of certain terminations of employment.

(4) The options, which vest in equal amounts on November 12, 2014, November 12, 2015, November 12, 2016, and November 12, 2017, were 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 issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(5) The options, which vest in equal amounts on November 12, 2014, November 12, 2015, November 12, 2016, and November 12, 2017, were 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 issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(6) The options, which vest on May 13, 2018, were 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 issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(7) The options, 6,783 of which vest on May 13, 2015, 6,783 of which vest on May 13, 2016, 6,783 of which vest on May 13, 2017, and 5,704 of which vest on May 13, 2018, were 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 issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(8) Outstanding restricted stock unit awards were assumed by Actavis pursuant to the Merger Agreement and replaced with an Actavis restricted stock unit award covering 0.4723 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger for each issuer share underlying the restricted stock unit award.

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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