

Forest Laboratories, LLC
Form 4
July 03, 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

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zimmerman Joseph

(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)

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
__X__ Officer (give title ____ Other (specify
below) below)

SVP - Chief Compliance Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/01/2014		D	15,800	D	0	D
Common Stock	07/01/2014		D	37	D	0	I
Restricted Stock	07/01/2014		D	13,105	D	0	D

By a
limited
liability
company

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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 Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 37.26	07/01/2014		D	1,998	<u>(4)</u>	12/05/2017	Common Stock
Stock Option (Right to Buy)	\$ 37.26	07/01/2014		D	1,002	<u>(5)</u>	12/05/2017	Common Stock
Stock Option (Right to Buy)	\$ 24.12	07/01/2014		D	1,651	<u>(6)</u>	12/08/2018	Common Stock
Stock Option (Right to Buy)	\$ 24.12	07/01/2014		D	1,349	<u>(7)</u>	12/08/2018	Common Stock
Stock Option (Right to Buy)	\$ 31.27	07/01/2014		D	3,500	<u>(8)</u>	12/06/2019	Common Stock
Stock Option (Right to Buy)	\$ 31.27	07/01/2014		D	1,500	<u>(9)</u>	12/06/2019	Common Stock
Stock Option (Right to Buy)	\$ 32.17	07/01/2014		D	6,404	<u>(10)</u>	12/05/2020	Common Stock
Stock Option (Right to Buy)	\$ 32.17	07/01/2014		D	5,596	<u>(11)</u>	12/05/2020	Common Stock
Stock Option (Right to Buy)	\$ 30	07/01/2014		D	1	<u>(12)</u>	12/04/2021	Common Stock
Stock Option (Right to Buy)	\$ 30	07/01/2014		D	14,999	<u>(13)</u>	12/04/2021	Common Stock

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Stock Option (Right to Buy)	\$ 34.04	07/01/2014	D	2,000	<u>(14)</u>	05/06/2022	Common Stock	2
Stock Option (Right to Buy)	\$ 34.04	07/01/2014	D	6,000	<u>(15)</u>	05/06/2022	Common Stock	6
Stock Option (Right to Buy)	\$ 37.88	07/01/2014	D	3,483	<u>(16)</u>	05/20/2023	Common Stock	3
Stock Option (Right to Buy)	\$ 37.88	07/01/2014	D	12,317	<u>(17)</u>	05/20/2023	Common Stock	12
Stock Option (Right to Buy)	\$ 92.65	07/01/2014	D	1,079	<u>(18)</u>	05/12/2024	Common Stock	1
Stock Option (Right to Buy)	\$ 92.65	07/01/2014	D	7,846	<u>(19)</u>	05/12/2024	Common Stock	7
Performance Stock Units	\$ 0	07/01/2014	A	2,400	<u>(20)</u>	<u>(20)</u>	Common Stock	2
Performance Stock Units	\$ 0	07/01/2014	A	4,340	<u>(21)</u>	<u>(21)</u>	Common Stock	4
Performance Stock Units	\$ 0	07/01/2014	D	2,400	<u>(20)</u>	<u>(20)</u>	Common Stock	2
Performance Stock Units	\$ 0	07/01/2014	D	4,340	<u>(21)</u>	<u>(21)</u>	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zimmerman Joseph C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022			SVP - Chief Compliance Officer	

Signatures

/s/ Rita Weinberger as attorney-in-fact for Joseph Zimmerman

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).

(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) Each share of common stock was disposed of pursuant to the Merger Agreement 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 holder of common stock and the consideration election proration procedures set forth in the Merger Agreement.

(3) 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.

(4) The options, which are currently exercisable, 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 are currently exercisable, 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 are currently exercisable, 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, which are currently exercisable, 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) The options, 1,500 of which are currently exercisable and 2,000 of which vest on December 7, 2014, 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.

(9) The options, which are currently exercisable, 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.

(10) The options, 2,132 of which are currently exercisable, 1,164 of which vest on December 6, 2014, and 3,108 of which vest on December 6, 2015, 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.

(11) The options, 3,268 of which are currently exercisable, 636 of which vest on December 6, 2014, and 1,692 of which vest on December 6, 2015, 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.

(12) The option, which vests on December 5, 2015, 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 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.

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price per share of the issuer option by (y) 0.4723.

- The options, 7,500 of which are currently exercisable, 3,750 of which vest on December 5, 2014, and 3,749 of which vest on December 5, 2015, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole
- (13) 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.

- The options, which vest on May 7, 2016, 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.
- (14)

- The options, 4,000 of which are currently exercisable and 2,000 of which vest on May 7, 2015, 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.
- (15)

- The options, 843 of which vest on May 21, 2016 and 2,640 of which vest on May 21, 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.
- (16)

- The options, 3,950 of which are currently exercisable, 3,950 of which vest on May 21, 2015, 3,107 of which vest on May 21, 2016, and 1,310 of which vest on May 21, 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.
- (17)

- 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.
- (18)

- The options, 2,232 of which vest on May 13, 2015, 2,231 of which vest on May 13, 2016, 2,231 of which vest on May 13, 2017, and 1,152 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.
- (19)

- The performance conditions with respect to the issuer performance stock unit award were deemed to be earned based on target performance as of the effective time of the transaction, and the performance stock unit award (as so earned) will vest on April 1, 2015, subject to the reporting person's continued employment through such date and also to acceleration in the event of certain terminations of employment.
- (20)

- The performance conditions with respect to the issuer performance stock unit award were deemed to be earned based on target performance as of the effective time of the transaction, and the performance stock unit award (as so earned) will vest on April 1, 2016, subject to the reporting person's continued employment through such date and also to acceleration in the event of certain terminations of employment.
- (21)

- Each outstanding performance stock unit award (as deemed earned pursuant to the Merger Agreement) was 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 \$224.00 per share on the effective date of the merger for each issuer share underlying the performance stock unit award.
- (22)

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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