

Dries Robert E.
Form 4
December 08, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dries Robert E.

(Last) (First) (Middle)

1901 CAMPUS PLACE

(Street)

LOUISVILLE, KY 40299

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PharMerica CORP [PMC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2017

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)
CFO

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 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, \$0.01 par value	12/07/2017		D	28,226	D		
					\$		
					29.25	0	D
					(1) (2)		

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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance share unit	\$ 0	12/07/2017		A	28,226	(2) (2)	Common Stock, par value \$0.01 28,226
Performance share unit	\$ 0	12/07/2017		D	28,226	(2) (2)	Common Stock, par value \$0.01 28,226

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dries Robert E. 1901 CAMPUS PLACE LOUISVILLE, KY 40299	CFO

Signatures

Berard Tomassetti,
Attorney-in-Fact
12/08/2017
**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) Pursuant to the terms of the Agreement and Plan of Merger, dated as of August 1, 2017 (the "Merger Agreement"), by and among PharMerica Corporation (the "Company"), Phoenix Parent Holdings Inc., a Delaware corporation ("Parent"), and Phoenix Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Parent, at the effective time ("Effective Time") of the merger, Merger Sub will merge with and into the Company, with the Company as the surviving entity and a wholly owned subsidiary of Parent.

(2) Pursuant to the terms of the Merger Agreement, as of the Effective Time (i) each share of the Company's common stock, par value \$0.01 per share ("Company Common Stock") owned by the reporting person was converted into the right to receive \$29.25 in cash without interest (the "Merger Consideration") and (ii) each outstanding restricted stock unit granted by the Company was converted automatically into a right to receive an amount in cash without interest equal to the product of (x) the number of shares of Company Common Stock subject to such unit, such number of shares based on target performance in the case of performance stock units, multiplied by (y) the Merger Consideration.

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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