

SYMANTEC CORP

Form 3

August 03, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Humphrey David

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/01/2016

3. Issuer Name **and** Ticker or Trading Symbol
SYMANTEC CORP [SYMC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)C/O BAIN CAPITAL
INVESTORS, LLC,Â 200
CLARENDON STREET

(Street)

BOSTON,Â MAÂ 02116

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
2.000% Convertible Senior Notes due 2021	Â (3)	Â (4)	Common Stock	35,976,836 (5)	\$ 20.41 (6)	I	See footnotes (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Humphrey David C/O BAIN CAPITAL INVESTORS, LLC 200 CLARENDON STREET BOSTON, MA 02116	Â X	Â	Â	Â

Signatures

/s/ David Humphrey
08/03/2016
Date

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents \$734,431,000 aggregate principal amount of the 2.000% Convertible Senior Notes due 2021 (the "Convertible Notes") of Symantec Corp. (the "Issuer") held directly by BC Bearcat SPV, LP, FF Bearcat Holdings, LP, BCIP Associates IV (US), L.P., BCIP Associates IV-B (US), L.P., BCIP T Associates IV (US), L.P., and BCIP T Associates IV-B (US), L.P. (collectively, the "Bain Capital Entities").

(2) The governance, investment strategy and decision-making process with respect to investments held by the Bain Capital Entities is directed by the Global Private Equity Board of Bain Capital Investors, LLC ("BCI"). David Humphrey is a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Humphrey may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by the Bain Capital Entities. Mr. Humphrey disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(3) In accordance with an investment agreement, dated as of June 14, 2016, the Bain Capital Entities are restricted from converting the Convertible Notes prior to the earlier of (i) the first anniversary of the date of issuance and (ii) the consummation of any change in control of the Issuer or entry into a definitive agreement for a transaction that, if consummated, would result in a change in control of the Issuer, in each case, subject to certain exceptions.

(4) The Convertible Notes mature on August 15, 2021, subject to earlier redemption, repurchase or conversion in accordance with their terms.

(5) Upon conversion of the Convertible Notes, the Issuer will deliver, at its election, cash, shares of Common Stock or a combination of cash and shares of Common Stock. This number represents the number of shares of Common Stock issuable upon conversion of the Convertible Notes if the Issuer elects to settle its conversion obligation solely through shares of Common Stock by delivering a number of shares of Common Stock at the initial conversion rate of 48.9860 shares of Common Stock, and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes. The initial conversion rate is subject to adjustment from time to time upon the occurrence of certain customary events in accordance with the terms of an indenture, dated as of August 1, 2016, by and between the Issuer and Wells Fargo Bank, National Association, as trustee.

(6) The initial conversion rate of 48.9860 per \$1,000 principal amount of Convertible Notes is equivalent to an initial conversion price of approximately \$20.41 per share of Common Stock.

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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