

Actavis plc
Form 4
July 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Basgoz Nesli

(Last) (First) (Middle)

1 GRAND CANAL SQUARE,
DOCKLANDS

(Street)

DUBLIN 2 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Actavis plc [ACT]

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
 Officer (give title below) Other (specify below)

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 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 | | |
| Ordinary Shares, par value \$0.0001 | 07/01/2014 | | A | | 3,160 (1) (2) | D | |
| | | | | | 3,160 (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)

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

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| 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) | 8. F. Derivative Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|-----------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 82.52 | 07/01/2014 | | A | <u>4,959</u> (1) (3) | (1) | | 05/18/2016 | | Ordinary Shares | 4,959 |
| Stock Option (Right to Buy) | \$ 97.62 | 07/01/2014 | | A | <u>1,889</u> (1) (3) | (1) | | 08/07/2016 | | Ordinary Shares | 1,889 |
| Stock Option (Right to Buy) | \$ 84.44 | 07/01/2014 | | A | <u>1,889</u> (1) (3) | (1) | | 08/12/2017 | | Ordinary Shares | 1,889 |
| Stock Option (Right to Buy) | \$ 81.16 | 07/01/2014 | | A | <u>1,889</u> (1) (3) | (1) | | 08/11/2018 | | Ordinary Shares | 1,889 |
| Stock Option (Right to Buy) | \$ 70.78 | 07/01/2014 | | A | <u>2,619</u> (1) (3) | (1) | | 08/22/2021 | | Ordinary Shares | 2,619 |
| Stock Option (Right to Buy) | \$ 73.13 | 07/01/2014 | | A | <u>3,691</u> (1) (3) | (1) | | 08/22/2022 | | Ordinary Shares | 3,691 |
| Stock Option (Right to Buy) | \$ 90.22 | 07/01/2014 | | A | <u>2,790</u> (1) (3) | (1) | | 08/14/2023 | | Ordinary Shares | 2,790 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Basgoz Nesli
1 GRAND CANAL SQUARE, DOCKLANDS X
DUBLIN 2 00000

Signatures

/s/ A. Robert D. Bailey, Attorney-in-Fact for Reporting
Person

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).

On July 1, 2014, the Issuer ("Actavis") acquired Forest Laboratories, Inc. ("Forest") through a series of merger transactions which resulted in Forest becoming an indirect wholly owned subsidiary of Actavis (the "Acquisition"). In connection with the Acquisition, (i)

- each unvested share of Forest restricted stock (each, a "Forest RSS") was converted into restricted stock units of Actavis (each, an "Actavis RSU") and (ii) each option to purchase Forest shares (each, a "Forest Option") was exchanged for an option to purchase ordinary shares of Actavis, in each case at a rate of 0.4723 Actavis award per corresponding Forest award. Each share of Forest common stock held by the Reporting Person was exchanged for \$25.67 in cash plus 0.3326 of an Actavis ordinary share, with fractions of an Actavis ordinary share being cashed out at \$219.00 per Actavis ordinary share.
- (1) "Actavis RSU") and (ii) each option to purchase Forest shares (each, a "Forest Option") was exchanged for an option to purchase ordinary shares of Actavis, in each case at a rate of 0.4723 Actavis award per corresponding Forest award. Each share of Forest common stock held by the Reporting Person was exchanged for \$25.67 in cash plus 0.3326 of an Actavis ordinary share, with fractions of an Actavis ordinary share being cashed out at \$219.00 per Actavis ordinary share.
 - (2) Includes 1,401 Actavis RSUs issued upon the conversion of Forest RSS pursuant to the terms of the Acquisition.
 - (3) Received in exchange for a Forest Option in connection with the Acquisition. The option is fully vested.

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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