

ENDO HEALTH SOLUTIONS INC.
Form 4
February 28, 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 *
MANOGUE CAROLINE B

2. Issuer Name and Ticker or Trading Symbol
ENDO HEALTH SOLUTIONS INC.
[ENDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. V.P., CLO & Secy

C/O ENDO HEALTH SOLUTIONS INC., 1400 ATWATER DRIVE

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

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)
			Code	V	Amount	(D)	Price
Common Stock, par value, \$.01 per share	02/26/2014 ⁽¹⁾		A		5,866 ⁽²⁾	A	⁽³⁾ 73,400
Common Stock, par value, \$.01 per share	02/26/2014 ⁽¹⁾		F		8,973 ⁽⁴⁾	D	\$ 78.3 ⁽⁵⁾ 64,427
2010 Stock Incentive Plan	02/26/2014		A		9,563 ⁽⁷⁾	A	⁽³⁾ 53,270 ⁽⁸⁾

Performance
Shares ⁽⁶⁾

2010 Stock
Incentive

Plan	02/26/2014	A	4,781	A	<u>(3)</u>	22,112	D
Restricted Stock Units (RSU) ⁽⁹⁾							

Common Stock, par value, \$.01 per share	02/27/2014 ⁽¹⁰⁾	F	<u>1,009</u> ⁽⁴⁾	D	\$ <u>79.82</u> ⁽¹¹⁾	65,397	D
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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)

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
2010 Stock Incentive Plan Stock Options ⁽¹²⁾	\$ 79.33	02/26/2014		A	17,818	<u>(13)</u> 02/26/2024	Common Stock	17,818

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MANOGUE CAROLINE B C/O ENDO HEALTH SOLUTIONS INC.	Exec. V.P., CLO & Secy

1400 ATWATER DRIVE
MALVERN, PA 19355

Signatures

/s/ Caroline B.
Manogue

02/28/2014

**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) On February 26, 2014, the cumulative 3-year performance period for Ms. Manogue's February 23, 2011 grant of performance shares concluded. At this time, 11,732 performance shares were converted into 17,598 shares of common stock. Of this amount, 8,973 shares were withheld by the issuer to satisfy tax obligations on shares acquired and 8,625 shares were transferred to Ms. Manogue effective immediately.
- (2) This incremental number of shares resulted from the automatic conversion of performance shares granted to Ms. Manogue on February 23, 2011 to shares of Endo Health Solutions Inc. common stock pursuant to the terms of the underlying award agreement.
- (3) These securities were granted to Ms. Manogue in consideration of her services as the Executive Vice President, Chief Legal Officer & Secretary of Endo Health Solutions Inc.
- (4) These shares represent stock withheld by the issuer to satisfy tax withholding obligations on shares acquired upon vesting of performance shares.
- (5) \$78.30 represents the vesting price, which is the average of the high and low share price on February 26, 2014.
- (6) The performance shares vest upon the Company achieving certain shareholder return targets over a cumulative 3-year period. Represents target quantity of shares issuable. The exact number of shares issuable will be determined on achievement of certain company performance targets over a cumulative 3-year period, as determined by the Compensation Committee of the Board of Directors of Endo Pharmaceuticals Holdings Inc. The executive can earn between 0% and 300% of the target shares.
- (8) Represents the cumulative target quantity of shares issuable with respect to all 2010 Stock Incentive Plan performance shares outstanding. The cumulative total is the combination of the target payouts for the current grant and all past grants made under the 2010 Stock Incentive Plan and still outstanding, which are subject to a range of payouts depending on the achievement of certain performance metrics as described herein for the current grants and as previously disclosed for all other performance share grants.
- (9) Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of Endo Health Solutions Inc. common stock. These restricted stock units (RSUs) are generally exercisable 25% per year on each of February 26, 2015, February 26, 2016, February 26, 2017 and February 26, 2018. Upon vesting, we consider the underlying RSUs to be expired.
- (10) Twenty-five percent (25%) of Ms. Manogue's February 27, 2013 grant of restricted stock units (RSUs) vested on February 27, 2014. Upon vesting, certain shares are withheld by the issuer to satisfy tax obligations on shares acquired.
- (11) \$79.82 represents the vesting price, which is the average of the high and low share price on February 27, 2014.
- (12) Representing the right to buy shares of common stock, par value \$0.01 per share, of Endo Health Solutions Inc.
- (13) These stock options are generally exercisable 25% per year on each of February 26, 2015, February 26, 2016, February 26, 2017 and February 26, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.