

Actavis plc
Form 4
July 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
Ling Karen

(Last) (First) (Middle)
1 GRAND CANAL SQUARE

(Street)

DUBLIN 2, L2 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)
Chief Human Resources Officer

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 (D) Price | | |
| Ordinary Shares, par value \$0.0001 | 07/01/2014 | | A | | 24,040 <u>(1)</u> <u>(2)</u> | A | <u>(1)</u> 24,040 <u>(2)</u> D |

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

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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 share.

- (2) Includes 22,553 Actavis RSUs issued upon the conversion of Forest RSS and Forest RSU pursuant to the terms of the Acquisition.
- (3) Received in exchange for a Forest Option in connection with the Acquisition. Vests as to 25% of the shares covered by the option in four approximate equal installments commencing on each of the first four anniversaries of the grant date (January 21, 2014).
- (4) Received in exchange for a Forest Option in connection with the Acquisition. Vests in approximate installments as to 15% of the shares covered by the option on May 1, 2014, 15% of the shares covered by the option on December 31, 2014, 30% of the shares covered by the option on May 1, 2015, 15% of the shares covered by the option on December 31, 2015 and 25% of the shares covered by the option on May 1, 2016.
- (5) Received in exchange for a Forest Option in connection with the Acquisition. Vests as to 25% of the shares covered by the option in four approximate equal installments commencing on each of the first four anniversaries of the grant date (May 13, 2014).
- (6) Represents performance-based restricted share units ("PSUs") which will vest as to one-third of the total grant on each of December 31, 2017, 2018 and 2019, subject to the achievement by Actavis of certain performance criteria. Each PSU represents a contingent right to receive ordinary shares of Actavis equal to the product of the applicable performance multiple and the target number of shares underlying the PSU, as set forth in the award agreement between Actavis and the Reporting Person.
- (7) Vests in five equal annual installments commencing on the first anniversary of the grant date (July 1, 2014).

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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