

CASTALDI ALEXANDER R  
Form 4  
January 02, 2013

**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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JLL Patheon Holdings, Cooperatief  
U.A.

(Last) (First) (Middle)

C/O JLL PARTNERS, INC., 450  
LEXINGTON AVENUE, 31ST  
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
PATHEON INC [PTI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Restricted Voting Shares	12/31/2012		X		524,392 (1)	\$ 3.19	78,144,986	D (2) (3) (4)

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

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 Underlying Security (Instr. 3 and 4)	Am Nu Sha
Subscription Right (right to buy)	\$ 3.19	12/31/2012		X	524,392 (1)	11/27/2012 12/28/2012	Restricted Voting Shares	52

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JLL Patheon Holdings, Cooperatief U.A. C/O JLL PARTNERS, INC. 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Patheon Holdings LLC 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Partners Associates GP V (Patheon), Ltd. 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Partners Fund V (Patheon), L.P. 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Associates V (Patheon), L.P. 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
Agroskin Daniel 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017	X	X		
CASTALDI ALEXANDER R 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		

## Signatures

/s/ Megan A. Bombick,  
attorney-in-fact

01/02/2013

\_\_Signature of Reporting Person

Date

/s/ Megan A. Bombick,  
attorney-in-fact 01/02/2013

\_\_Signature of Reporting Person Date

/s/ Megan A. Bombick,  
attorney-in-fact 01/02/2013

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/s/ Megan A. Bombick,  
attorney-in-fact 01/02/2013

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/s/ Megan A. Bombick,  
attorney-in-fact 01/02/2013

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/s/ Megan A. Bombick,  
attorney-in-fact 01/02/2013

\_\_Signature of Reporting Person Date

/s/ Megan A. Bombick,  
attorney-in-fact 01/02/2013

\_\_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) Represents restricted voting shares acquired pursuant to the exercise of over-subscription rights in the rights offering conducted by the Issuer that expired on December 28, 2012.  
  
This report is filed jointly by JLL CoOp; JLL Patheon Holdings, LLC; JLL Partners Fund V (Patheon), L.P.; JLL Associates V (Patheon), L.P.; JLL Associates G.P. V (Patheon), Ltd. ("JLL Limited"); Paul S. Levy; Daniel Agroskin; Nicholas O'Leary; Eugene Hahn; Michael J. Schwartz; Frank J. Rodriguez; Alexander R. Castaldi; Kevin T. Hammond; Michel Lagarde; Thomas Taylor; and Brett N. Milgrim (each, a "Reporting Person" and, collectively, the "Reporting Persons") in connection with their respective direct or indirect relationships with the Company.  
  
JLL Limited is the sole general partner of JLL Associates V (Patheon), L.P., which is the sole general partner of JLL Partners Fund V (Patheon), L.P., which in turn is the sole member of JLL Patheon Holdings, LLC. JLL Patheon Holdings, LLC is the greater than 99% owner and controlling member of JLL CoOp. The following Reporting Persons serve on the board of directors of JLL Limited: Paul S. Levy; Daniel Agroskin; Nicholas O'Leary; Thomas Taylor; Eugene Hahn; Michael J. Schwartz; Frank J. Rodriguez; Alexander R. Castaldi; Kevin T. Hammond; Michel Lagarde; and Brett N. Milgrim. Mr. Agroskin is also a managing director of JLL CoOp.
- (3) JLL CoOp is the direct beneficial owner of 78,144,986 Restricted Voting Shares. Each Reporting Person other than JLL CoOp may be deemed to be the indirect beneficial owner of 78,144,986 Restricted Voting Shares, however, each Reporting Person, other than JLL CoOp, disclaims beneficial ownership of these securities except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that any of these reporting persons is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (4)

### Remarks:

This Form 4 is being filed in two parts because of the electronic filing system's limitation to ten reporting persons. This is part

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.