

PATHEON INC
Form 4
March 13, 2014

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

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(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)
03/11/2014

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)
Restricted Voting Shares	03/11/2014		J ⁽¹⁾⁽²⁾	78,524,986	D (3) \$ 9.32 (1) (2) 0	D	
Class I Preferred Shares, Series D	03/11/2014		J ⁽⁴⁾	150,000	D \$ 0.0001 0 (4)	D	

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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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		

Signatures

/s/ Megan A. Bombick,
attorney-in-fact 03/13/2014

__Signature of Reporting Person Date

/s/ Megan A. Bombick,
attorney-in-fact 03/13/2014

__Signature of Reporting Person Date

/s/ Megan A. Bombick,
attorney-in-fact 03/13/2014

__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 March 11, 2014, Patheon Inc. ("Patheon" or the "Company") consummated its previously announced statutory plan of arrangement (the "Arrangement") under the Canadian Business Corporations Act (the "CBCA") pursuant to the terms of the Arrangement Agreement between the Company and JLL/Delta Patheon Holdings, L.P. ("Newco") dated as of November 18, 2013. As a result of the Arrangement, JLL/Delta Canada Inc., an indirect subsidiary of Newco ("Canco"), and Patheon were amalgamated under the CBCA at the effective time of the Arrangement (the "Effective Time"), and the continuance of Canco and Patheon as one corporation became effective.

(2) (FN 1 cont'd) The reported transaction represents restricted voting shares transferred in the Arrangement to Canco by JLL Patheon Holdings Cooperatief U.A. ("JLL Coop"), pursuant to which the indirect beneficial owners of such restricted voting shares received consideration based upon the per share price received by minority holders pursuant to the Arrangement (\$9.32 per restricted voting share), subject to the terms of the limited partnership agreement governing the disposition of such consideration.

(3) This report is filed jointly by JLL CoOpp, JLL Patheon Holdings LLC and JLL Associates G.P. V (Patheon), Ltd. ("JLL Limited") (each, a "Reporting Person" and, collectively, the "Reporting Persons") in connection with their respective direct or indirect relationships with Patheon Inc. (the "Company"). Prior to consummation of the Arrangement, JLL Limited was the sole general partner of JLL Associates V (Patheon), L.P., which was the sole general partner of JLL Fund V, which in turn was the sole member of JLL Patheon Holdings, LLC. JLL Patheon Holdings, LLC was the greater than 99% owner and controlling member of JLL CoOp and was the direct beneficial owner of the 150,000 class I preferred shares, series D of the Company prior the transactions reported herein.

(4) Pursuant to the Arrangement, the Class I Preferred Shares, Series D of the Company were purchased for cancellation by the Company for nominal consideration (an aggregate payment in cash equal to \$15), and such shares were thereupon cancelled.

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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