

Bishop Family Limited Partnership
Form 4
April 24, 2018

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 *
Bishop Family Limited Partnership

2. Issuer Name **and** Ticker or Trading
Symbol
Blue Buffalo Pet Products, Inc.
[BUFF]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
321 BROADWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2018

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SARATOGA SPRINGS, NY 12866

(City) (State) (Zip)

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

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
Common Stock	04/24/2018		D ⁽¹⁾		12,147,914	D	⁽²⁾ 0
							D ⁽³⁾

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
displays a currently valid OMB control
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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Bishop Family Limited Partnership 321 BROADWAY SARATOGA SPRINGS, NY 12866	X	X		

Signatures

THE BISHOP FAMILY LIMITED PARTNERSHIP, By: The William W. Bishop Children's Spray Trust, as general partner, By: /s/ Stephen J. Saft, Name: Stephen J. Saft, Title: Trustee

04/24/2018

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 April 24, 2018, General Mills, Inc., a Delaware corporation ("Buyer"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, Buyer and Bravo Merger Corp., a Delaware corporation and wholly-owned subsidiary of Buyer ("Merger Sub"), dated as of February 22, 2018 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly-owned subsidiary of Buyer (the "Merger").
- (2) At the effective time of the Merger, each outstanding share of the Issuer's common stock (other than certain excluded shares) automatically converted into the right to receive \$40.00 in cash, without interest and after giving effect to any required withholding taxes.
- (3) Reflects shares held directly by The Bishop Family Limited Partnership (the "Family LP"). The general partner of the Family LP is The William W. Bishop Children's Spray Trust (the "General Partner"). The General Partner disclaims beneficial ownership of the securities reported herein, except to the extent of its pecuniary interest therein. The Reporting Persons may be deemed to be directors by deputization by virtue of the Family LP's right to appoint a director to the board of directors of the Issuer.

Remarks:

Name and Address of Reporting Person(s) and Relationship of Reporting Person(s) to Issuer:

BISHOP FAMILY LIMITED PARTNERSHIP
321 Broadway, Saratoga Springs, NY 12866
Director and 10% Owner

and

WILLIAM W. BISHOP CHILDREN'S SPRAY TRUST

c/o Stephen J. Saft, Withers Bergman LLP

660 Steamboat Road, Greenwich, CT 06830

Director and 10% Owner

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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