

SYNERGETICS USA INC

Form 4

October 15, 2015

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fanning Michael

(Last) (First) (Middle)

C/O SYNERGETICS USA,  
INC., 3845 CORPORATE CENTRE  
DRIVE

(Street)

O'FALLON, MO 63368

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

SYNERGETICS USA INC [SURG]

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

10/15/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP of Domestic Sales

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	10/15/2015		U		60,261	D	<u>(1)</u>	30,682	D
Common Stock	10/15/2015		D		30,682	D	<u>(2)</u>	0	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)

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**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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 4.43	10/15/2015		D		7,852		<u>(3)</u>	12/16/2020	Common Stock	7,852
Stock option (right to buy)	\$ 6.21	10/15/2015		D		14,437		<u>(3)</u>	12/14/2021	Common Stock	14,437
Stock option (right to buy)	\$ 4.52	10/15/2015		D		5,710		<u>(3)</u>	12/14/2022	Common Stock	5,710
Stock option (right to buy)	\$ 3.82	10/15/2015		D		8,000		<u>(3)</u>	12/19/2023	Common Stock	8,000
Stock option (right to buy)	\$ 3.39	10/15/2015		D		30,000		<u>(3)</u>	12/11/2024	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fanning Michael C/O SYNERGETICS USA, INC. 3845 CORPORATE CENTRE DRIVE O'FALLON, MO 63368			VP of Domestic Sales	

## Signatures

/s/ Michael R.  
Fanning

10/15/2015

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) Shares tendered for an offer price of \$6.50 per share in cash (the "Cash Consideration") plus one non-transferable contractual contingent value right per share (each, a "CVR"), which represents the right to receive up to two contingent payments, if any, of up to \$1.00 in the aggregate, net to the holder in cash, upon the achievement of certain specified milestones within an agreed upon time period (less any applicable withholding taxes and without interest) (together, the "Offer Price"), pursuant to the tender offer consummated on September 16, 2015 according to the terms of the Agreement and Plan of Merger (the "Merger" Agreement"), dated as of September 1, 2015, by and among Valeant Pharmaceuticals International, Blue Subsidiary Corp. and Synergetics USA, Inc.

(2) Pursuant to the terms of the Merger Agreement, on October 15, 2015, each share of restricted stock issued and outstanding immediately prior to the Effective Time (as defined in the Merger Agreement) was converted into the right to receive an amount per share equal to the Offer Price.

(3) Pursuant to the terms of the Merger Agreement, on October 15, 2015, each option outstanding immediately prior to the Effective Time (as defined in the Merger Agreement) was canceled in exchange for (i) a cash payment equal to the product of (A) the number of shares underlying the option and (B) the difference between the Cash Consideration and the exercise price of the option; and (ii) one CVR for each share underlying the option, in each case without interest and subject to any applicable tax withholding.

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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