

ENDO HEALTH SOLUTIONS INC.

Form 4

March 03, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Gergel Ivan P.

2. Issuer Name **and** Ticker or Trading
 Symbol
 ENDO HEALTH SOLUTIONS INC.
 [ENDP]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O ENDO HEALTH SOLUTIONS
 INC., 1400 ATWATER DRIVE

02/28/2014

EVP, R&D and CSO

(Street)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 X Form filed by One Reporting Person
 ____ Form filed by More than One Reporting
 Person

MALVERN, PA 19355

(City) (State) (Zip)

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 or Disposed of (A) or (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value, \$.01 per share ⁽¹⁾	02/28/2014		D	27,649	D <u>(1)</u> 0	D	
2010 Stock Incentive Plan Restricted Stock Units (RSU) ⁽²⁾	02/28/2014		D	3,329	D <u>(2)</u> 0	D	
2010 Stock Incentive Plan	02/28/2014		D	6,720	D <u>(3)</u> 0	D	

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Restricted
Stock Units
(RSU) (3)

2010 Stock
Incentive Plan

Restricted Stock Units (RSU) <u>(4)</u>	02/28/2014	D	5,982	D	<u>(4)</u>	0	D
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2010 Stock
Incentive Plan
Performance Shares (5)

2010 Stock Incentive Plan Performance Shares <u>(6)</u>	02/28/2014	D	13,441	D	<u>(5)</u>	0	D
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2010 Stock
Incentive Plan
Performance Shares (7)

2010 Stock Incentive Plan Performance Shares <u>(7)</u>	02/28/2014	D	8,690	D	<u>(7)</u>	0	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
2004 Stock Incentive Plan Stock Options (NQ) <u>(8)</u>	\$ 20.61	02/28/2014		D	15,742	<u>(8)</u> 02/19/2020	Common Stock	15,742

2010 Stock Incentive Plan	\$ 33.98	02/28/2014	D	41,549	<u>(9)</u>	02/23/2021	Common Stock	41,549
Stock Options (NQ) <u>(9)</u>								
2010 Stock Incentive Plan	\$ 34.7	02/28/2014	D	44,250	<u>(10)</u>	02/22/2022	Common Stock	44,250
Stock Options (NQ) <u>(10)</u>								
2010 Stock Incentive Plan	\$ 30.8	02/28/2014	D	26,427	<u>(11)</u>	02/27/2023	Common Stock	26,427
Stock Options (NQ) <u>(11)</u>								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gergel Ivan P. C/O ENDO HEALTH SOLUTIONS INC. 1400 ATWATER DRIVE MALVERN, PA 19355			EVP, R&D and CSO	

Signatures

/s/ Caroline B. Manogue, by power of attorney 03/03/2014

__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).
- On February 28, 2014, Endo Health Solutions, Inc. ("Endo") and Paladin Laboratories Inc. ("Paladin") consummated a transaction under an arrangement agreement pursuant to which each of Endo and Paladin was acquired by a new Irish holding company, Endo International plc ("New Endo"). Under the terms of the arrangement agreement (a) New Endo acquired Paladin pursuant to a plan of arrangement under Canadian law and (b) a newly formed subsidiary of New Endo merged with and into Endo, with Endo as the surviving corporation in the merger (the "Merger") and an indirect wholly owned subsidiary of New Endo. At the effective time of the Merger, each Endo common share was cancelled and converted into the right to receive one New Endo ordinary share. The number here represents shares of Endo disposed of pursuant to the Merger.
- (1) These restricted stock units granted on February 23, 2011 under the 2010 Stock Incentive Plan, of which 9,987 are vested as of February 28, 2014 with the unvested portion generally vesting 25% annually at each remaining grant date anniversary through February 23, 2015,

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were assumed by New Endo in the Merger and converted into New Endo restricted stock units with the same terms and conditions as the original Endo restricted stock units.

- (3) These restricted stock units granted on February 22, 2012 under the 2010 Stock Incentive Plan, of which 6,721 are vested as of February 28, 2014 with the unvested portion generally vesting 25% annually at each remaining grant date anniversary through February 22, 2016, were assumed by New Endo in the Merger and converted into New Endo restricted stock units with the same terms and conditions as the original Endo restricted stock units.

- (4) These restricted stock units granted on February 27, 2013 under the 2010 Stock Incentive Plan, of which 1,994 are vested as of February 28, 2014 with the unvested portion generally vesting 25% annually at each remaining grant date anniversary through February 27, 2017, were assumed by New Endo in the Merger and converted into New Endo restricted stock units with the same terms and conditions as the original Endo restricted stock units.

- (5) These performance share units granted on February 22, 2012 under the 2010 Stock Incentive Plan were assumed by New Endo in the Merger and converted into New Endo performance share units with the same terms and conditions as the original Endo performance share units. These performance shares vest on December 31, 2014 upon the Company achieving certain financial targets over the period beginning on January 1, 2012 and ending on December 31, 2014. The amount of performance share units included in this line represents the target quantity of shares issuable. The exact number of shares issuable, between 0% and 200% of the target shares, will be based on achievement, as determined by the Compensation Committee of the Board of Directors of Endo, of the specified performance targets over the cumulative 3-year period set forth above.

- (6) These performance share units granted on March 8, 2013 under the 2010 Stock Incentive Plan were assumed by New Endo in the Merger and converted into New Endo performance share units with the same terms and conditions as the original Endo performance share units. These performance shares vest on March 1, 2016 upon the Company achieving certain shareholder return targets over the period beginning on January 1, 2013 and ending on December 31, 2015. The amount of performance share units included in this line represents the target quantity of shares issuable. The exact number of shares issuable, between 0% and 300% of the target shares, will be based on achievement, as determined by the Compensation Committee of the Board of Directors of Endo, of the specified shareholder return targets over the cumulative 3-year period set forth above.

- (7) These performance share units granted on July 1, 2013 under the 2010 Stock Incentive Plan were assumed by New Endo in the Merger and converted into New Endo performance share units with the same terms and conditions as the original Endo performance share units. These performance shares vest on July 1, 2016 upon the Company achieving certain financial targets over the period beginning on July 1, 2013 and ending on July 1, 2016. The amount of performance share units included in this line represents the target quantity of shares issuable. The exact number of shares issuable, between 0% and 300% of the target shares, will be based on achievement, as determined by the Compensation Committee of the Board of Directors of Endo, of the specified performance targets over the cumulative 3-year period set forth above.

- (8) These non-qualified stock options granted on February 19, 2010 under the 2004 Stock Incentive Plan, which are fully vested as of February 28, 2014, were assumed by New Endo in the Merger and converted into options to purchase ordinary shares of New Endo for the listed exercise price per share with the same terms and conditions as the original Endo stock options.

- (9) These non-qualified stock options granted on February 23, 2011 under the 2010 Stock Incentive Plan, of which 31,162 are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each remaining grant date anniversary through February 23, 2015, were assumed by New Endo in the Merger and converted into options to purchase ordinary shares of New Endo for the listed exercise price per share with the same terms and conditions as the original Endo stock options.

- (10) These non-qualified stock options granted on February 22, 2012 under the 2010 Stock Incentive Plan, of which 22,126 are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each remaining grant date anniversary through February 22, 2016, were assumed by New Endo in the Merger and converted into options to purchase ordinary shares of New Endo for the listed exercise price per share with the same terms and conditions as the original Endo stock options.

- (11) These non-qualified stock options granted on February 27, 2013 under the 2010 Stock Incentive Plan, of which 6,607 are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each remaining grant date anniversary through February 27, 2017, were assumed by New Endo in the Merger and converted into options to purchase ordinary shares of New Endo for the listed exercise price per share with the same terms and conditions as the original Endo stock options.

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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