

Forest Laboratories, LLC  
Form 4  
July 03, 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 \*  
Zimmerman Joseph

(Last) (First) (Middle)

C/O FOREST LABORATORIES,  
INC., 909 THIRD AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

Forest Laboratories, LLC [FRX]

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

07/01/2014

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 below) \_\_\_\_ Other (specify below)

SVP - Chief Compliance Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 07/01/2014                              |                                                             | D                                    | V Amount (A) or (D) Price<br>15,800 D 11 0                                 |                                                                                                                    | D                                                                    |                                         |
| Common<br>Stock                       | 07/01/2014                              |                                                             | D                                    | 37 D 2 0                                                                   |                                                                                                                    | I                                                                    | By a<br>limited<br>liability<br>company |
| Restricted<br>Stock                   | 07/01/2014                              |                                                             | D                                    | 13,105 D 3 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**

SEC 1474  
(9-02)

required to respond unless the form  
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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount or<br>Number of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                              | Date<br>Exercisable                                            | Expiration<br>Date                                             | Title                            |
| Stock Option<br>(Right to<br>Buy)                   | \$ 37.26                                                              | 07/01/2014                              |                                                             | D                                       | 1,998                                                                                                  | <u>(4)</u>                                                     | 12/05/2017                                                     | Common<br>Stock                  |
| Stock Option<br>(Right to<br>Buy)                   | \$ 37.26                                                              | 07/01/2014                              |                                                             | D                                       | 1,002                                                                                                  | <u>(5)</u>                                                     | 12/05/2017                                                     | Common<br>Stock                  |
| Stock Option<br>(Right to<br>Buy)                   | \$ 24.12                                                              | 07/01/2014                              |                                                             | D                                       | 1,651                                                                                                  | <u>(6)</u>                                                     | 12/08/2018                                                     | Common<br>Stock                  |
| Stock Option<br>(Right to<br>Buy)                   | \$ 24.12                                                              | 07/01/2014                              |                                                             | D                                       | 1,349                                                                                                  | <u>(7)</u>                                                     | 12/08/2018                                                     | Common<br>Stock                  |
| Stock Option<br>(Right to<br>Buy)                   | \$ 31.27                                                              | 07/01/2014                              |                                                             | D                                       | 3,500                                                                                                  | <u>(8)</u>                                                     | 12/06/2019                                                     | Common<br>Stock                  |
| Stock Option<br>(Right to<br>Buy)                   | \$ 31.27                                                              | 07/01/2014                              |                                                             | D                                       | 1,500                                                                                                  | <u>(9)</u>                                                     | 12/06/2019                                                     | Common<br>Stock                  |
| Stock Option<br>(Right to<br>Buy)                   | \$ 32.17                                                              | 07/01/2014                              |                                                             | D                                       | 6,404                                                                                                  | <u>(10)</u>                                                    | 12/05/2020                                                     | Common<br>Stock                  |
| Stock Option<br>(Right to<br>Buy)                   | \$ 32.17                                                              | 07/01/2014                              |                                                             | D                                       | 5,596                                                                                                  | <u>(11)</u>                                                    | 12/05/2020                                                     | Common<br>Stock                  |
| Stock Option<br>(Right to<br>Buy)                   | \$ 30                                                                 | 07/01/2014                              |                                                             | D                                       | 1                                                                                                      | <u>(12)</u>                                                    | 12/04/2021                                                     | Common<br>Stock                  |
| Stock Option<br>(Right to<br>Buy)                   | \$ 30                                                                 | 07/01/2014                              |                                                             | D                                       | 14,999                                                                                                 | <u>(13)</u>                                                    | 12/04/2021                                                     | Common<br>Stock                  |

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|                                |          |            |   |        |             |             |              |    |
|--------------------------------|----------|------------|---|--------|-------------|-------------|--------------|----|
| Stock Option<br>(Right to Buy) | \$ 34.04 | 07/01/2014 | D | 2,000  | <u>(14)</u> | 05/06/2022  | Common Stock | 2  |
| Stock Option<br>(Right to Buy) | \$ 34.04 | 07/01/2014 | D | 6,000  | <u>(15)</u> | 05/06/2022  | Common Stock | 6  |
| Stock Option<br>(Right to Buy) | \$ 37.88 | 07/01/2014 | D | 3,483  | <u>(16)</u> | 05/20/2023  | Common Stock | 3  |
| Stock Option<br>(Right to Buy) | \$ 37.88 | 07/01/2014 | D | 12,317 | <u>(17)</u> | 05/20/2023  | Common Stock | 12 |
| Stock Option<br>(Right to Buy) | \$ 92.65 | 07/01/2014 | D | 1,079  | <u>(18)</u> | 05/12/2024  | Common Stock | 1  |
| Stock Option<br>(Right to Buy) | \$ 92.65 | 07/01/2014 | D | 7,846  | <u>(19)</u> | 05/12/2024  | Common Stock | 7  |
| Performance Stock Units        | \$ 0     | 07/01/2014 | A | 2,400  | <u>(20)</u> | <u>(20)</u> | Common Stock | 2  |
| Performance Stock Units        | \$ 0     | 07/01/2014 | A | 4,340  | <u>(21)</u> | <u>(21)</u> | Common Stock | 4  |
| Performance Stock Units        | \$ 0     | 07/01/2014 | D | 2,400  | <u>(20)</u> | <u>(20)</u> | Common Stock | 2  |
| Performance Stock Units        | \$ 0     | 07/01/2014 | D | 4,340  | <u>(21)</u> | <u>(21)</u> | Common Stock | 4  |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |                                |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                             | Director      | 10% Owner | Officer                        | Other |
| Zimmerman Joseph<br>C/O FOREST LABORATORIES, INC.<br>909 THIRD AVENUE<br>NEW YORK, NY 10022 |               |           | SVP - Chief Compliance Officer |       |

## Signatures

/s/ Rita Weinberger as attorney-in-fact for Joseph Zimmerman

07/03/2014

                     \*\*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).

(1) Each share of common stock was disposed of pursuant to the Merger Agreement, dated as of February 17, 2014 (the "Merger Agreement"), by and among the issuer and Actavis plc ("Actavis"), Tango US Holdings Inc., Tango Merger Sub 1 LLC, and Tango Merger Sub 2 LLC in exchange for either (A) \$26.04 in cash plus 0.3306 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger or (B) \$25.67 in cash plus 0.332623 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger, depending on the consideration election made by the reporting person and the consideration election proration procedures set forth in the Merger Agreement.

(2) Each share of common stock was disposed of pursuant to the Merger Agreement in exchange for either (A) \$26.04 in cash plus 0.3306 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger or (B) \$25.67 in cash plus 0.332623 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger, depending on the consideration election made by the holder of common stock and the consideration election proration procedures set forth in the Merger Agreement.

(3) Outstanding restricted stock awards were assumed by Actavis pursuant to the Merger Agreement and replaced with an Actavis restricted stock unit award covering 0.4723 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger for each issuer share underlying the restricted stock award.

(4) The options, which are currently exercisable, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(5) The options, which are currently exercisable, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(6) The options, which are currently exercisable, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(7) The options, which are currently exercisable, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(8) The options, 1,500 of which are currently exercisable and 2,000 of which vest on December 7, 2014, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(9) The options, which are currently exercisable, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(10) The options, 2,132 of which are currently exercisable, 1,164 of which vest on December 6, 2014, and 3,108 of which vest on December 6, 2015, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(11) The options, 3,268 of which are currently exercisable, 636 of which vest on December 6, 2014, and 1,692 of which vest on December 6, 2015, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

(12) The option, which vests on December 5, 2015, was assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

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price per share of the issuer option by (y) 0.4723.

- The options, 7,500 of which are currently exercisable, 3,750 of which vest on December 5, 2014, and 3,749 of which vest on December 5, 2015, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole
- (13) Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.

- The options, which vest on May 7, 2016, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (14)

- The options, 4,000 of which are currently exercisable and 2,000 of which vest on May 7, 2015, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (15)

- The options, 843 of which vest on May 21, 2016 and 2,640 of which vest on May 21, 2017, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (16)

- The options, 3,950 of which are currently exercisable, 3,950 of which vest on May 21, 2015, 3,107 of which vest on May 21, 2016, and 1,310 of which vest on May 21, 2017, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (17)

- The options, which vest on May 13, 2018, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (18)

- The options, 2,232 of which vest on May 13, 2015, 2,231 of which vest on May 13, 2016, 2,231 of which vest on May 13, 2017, and 1,152 of which vest on May 13, 2018, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (19)

- The performance conditions with respect to the issuer performance stock unit award were deemed to be earned based on target performance as of the effective time of the transaction, and the performance stock unit award (as so earned) will vest on April 1, 2015, subject to the reporting person's continued employment through such date and also to acceleration in the event of certain terminations of employment.
- (20)

- The performance conditions with respect to the issuer performance stock unit award were deemed to be earned based on target performance as of the effective time of the transaction, and the performance stock unit award (as so earned) will vest on April 1, 2016, subject to the reporting person's continued employment through such date and also to acceleration in the event of certain terminations of employment.
- (21)

- Each outstanding performance stock unit award (as deemed earned pursuant to the Merger Agreement) was assumed by Actavis pursuant to the Merger Agreement and replaced with an Actavis restricted stock unit award covering 0.4723 Actavis ordinary shares having a market value of \$224.00 per share on the effective date of the merger for each issuer share underlying the performance stock unit award.
- (22)

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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