

Feld Peter A
Form 4
February 07, 2019

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 *
Feld Peter A

(Last) (First) (Middle)

777 THIRD AVENUE, 18TH
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SYMANTEC CORP [SYMC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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) |
|---|---|---|---|---|--|---|--|
| Common Stock, \$0.01 Par Value | | | | (A) or (D) | Price | | |
| | | | Code V | Amount | | | |
| | | | | | 7,993 | D | |
| Common Stock, \$0.01 Par Value | 02/05/2019 | | J/K ⁽⁹⁾ | 8,783,095 | A \$ 20.6752 | 12,343,662 (8) | I |
| | | | | | | | By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾ |
| Common Stock, | 02/05/2019 | | J/K ⁽⁹⁾ | 930,000 | A \$ 20.9703 | 1,689,748 | I |
| | | | | | | | By Starboard |

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| | | | | | | | | |
|--------------------------------|------------|--------------------|-----------|---|------------|------------------------|---|--|
| \$0.01 Par Value | | | | | | | | Value and Opportunity S LLC ⁽²⁾ |
| Common Stock, \$0.01 Par Value | 02/05/2019 | J/K ⁽⁹⁾ | 530,000 | A | \$ 20.9703 | 967,113 | I | By Starboard Value and Opportunity C LP ⁽³⁾ |
| Common Stock, \$0.01 Par Value | 02/05/2019 | J/K ⁽⁹⁾ | 1,255,905 | A | \$ 23.0219 | 17,548,076 | I | By Managed Accounts of Starboard Value LP ⁽⁷⁾ |
| Common Stock, \$0.01 Par Value | | | | | | 1,198,198 | I | By Starboard Leaders Tango LLC ⁽⁴⁾ |
| Common Stock, \$0.01 Par Value | | | | | | 1,604,333 | I | By Starboard Leaders Select VI LP ⁽⁵⁾ |
| Common Stock, \$0.01 Par Value | | | | | | 649,666 ⁽⁸⁾ | I | By Starboard Value and Opportunity Master Fund L LP ⁽⁶⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Put or Call (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|

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| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|---------------------------------|------|---|-----|------------|---------------------|--------------------|-------|----------------------------------|---|-----------|
| | Code | V | (A) | (D) | | | | | | |
| Forward Purchase Contract | (9) | | | 02/05/2019 | J/K(9) | 1 | (9) | (9) | Common Stock, \$0.01 Par Value | 8,783,095 |
| Forward Purchase Contract | (9) | | | 02/05/2019 | J/K(9) | 1 | (9) | (9) | Common Stock, \$0.01 Par Value | 930,000 |
| Forward Purchase Contract | (9) | | | 02/05/2019 | J/K(9) | 1 | (9) | (9) | Common Stock, \$0.01 Par Value | 530,000 |
| Forward Purchase Contract | (9) | | | 02/05/2019 | J/K(9) | 1 | (9) | (9) | Common Stock, \$0.01 Par Value | 1,255,905 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Feld Peter A 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017 | | | X | |

Signatures

/s/ Peter A. Feld 02/07/2019

__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).

- Securities owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard
- (1) Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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- Securities owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and
- (2) as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Securities owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard
- (3) C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Securities owned directly by Starboard Leaders Tango LLC ("Starboard Tango LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard
- (4) Tango LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Tango LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Securities owned directly by Starboard Leaders Select VI LP ("Starboard Select VI LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard
- (5) Select VI LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Select VI LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Securities owned directly by Starboard Value and Opportunity Master Fund L LP ("Starboard L Master"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard L Master, and as a member and member of the Management Committee of Principal GP, the general partner of the
- (6) member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard L Master for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Securities held in certain accounts managed by Starboard Value LP (the "Starboard Value LP Accounts"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Starboard Value LP Accounts for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (8) Starboard V&O Fund transferred 649,666 shares of Common Stock, \$0.01 par value (the "Shares") held by it to Starboard L Master in a transaction exempt from Section 16, pursuant to Rule 16a-13 or otherwise.

- Represents the exercise of forward purchase contracts that each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Value LP through one of the Starboard Value LP Accounts entered into with Morgan Stanley as the counterparty providing for the purchase of 8,783,095, 930,000, 530,000 and 1,255,905 Shares, respectively (the "Forward Contracts"). Each of the Forward Contracts had a final valuation date of December 4, 2019, and was eligible for early settlement. On February 5, 2019, each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Value LP through one of the Starboard Value LP Accounts exercised the Forward Contracts at a price of \$20.4668 per Share, \$20.7828 per Share, \$20.7828 per Share and \$23.02 per Share, respectively, and thereby acquired 11,499,000 Shares in aggregate. Each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Value LP through one of the Starboard Value LP Accounts is no longer party to the Forward Contracts.
- (9)

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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