

Forest Laboratories, LLC
 Form 4
 July 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
HOCHBERG ELAINE

(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)

See Remarks

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/01/2014 | | D | 126,896 | D | (1) | 0 |
| Restricted Stock | 07/01/2014 | | D | 25,289 | D | (2) | 0 |

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

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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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|---|-----------------|--------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Option (Right to Buy) | \$ 42.54 | 07/01/2014 | | D | | | 47,649 | <u>(3)</u> | 12/13/2014 | Common stock | 4 |
| Stock Option (Right to Buy) | \$ 42.54 | 07/01/2014 | | D | | | 2,351 | <u>(4)</u> | 12/13/2014 | Common stock | 1 |
| Stock Option (Right to Buy) | \$ 40.29 | 07/01/2014 | | D | | | 47,518 | <u>(5)</u> | 12/09/2015 | Common stock | 4 |
| Stock Option (Right to Buy) | \$ 40.29 | 07/01/2014 | | D | | | 2,482 | <u>(6)</u> | 12/09/2015 | Common stock | 1 |
| Stock Option (Right to Buy) | \$ 51.54 | 07/01/2014 | | D | | | 73,060 | <u>(7)</u> | 12/08/2016 | Common stock | 7 |
| Stock Option (Right to Buy) | \$ 51.54 | 07/01/2014 | | D | | | 1,940 | <u>(8)</u> | 12/08/2016 | Common stock | |
| Stock Option (Right to Buy) | \$ 37.26 | 07/01/2014 | | D | | | 2,684 | <u>(9)</u> | 12/05/2017 | Common stock | 1 |
| Stock Option (Right to Buy) | \$ 37.26 | 07/01/2014 | | D | | | 47,316 | <u>(10)</u> | 12/05/2017 | Common stock | 4 |
| Stock Option (Right to Buy) | \$ 24.12 | 07/01/2014 | | D | | | 50,000 | <u>(11)</u> | 12/08/2018 | Common stock | 5 |
| Stock Option (Right to Buy) | \$ 31.27 | 07/01/2014 | | D | | | 60,000 | <u>(12)</u> | 12/06/2019 | Common stock | 6 |
| Stock Option (Right to Buy) | \$ 32.17 | 07/01/2014 | | D | | | 75,000 | <u>(13)</u> | 12/05/2020 | Common stock | 7 |

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| | | | | | | | |
|--------------------------------|----------|------------|---|--------|------|------------|--------------|
| Stock Option (Right to Buy) | \$ 30 | 07/01/2014 | D | 9,999 | (14) | 12/04/2021 | Common stock |
| Stock Option (Right to Buy) | \$ 30 | 07/01/2014 | D | 71,201 | (15) | 12/04/2021 | Common stock |
| Stock Option (Right to Buy) | \$ 34.04 | 07/01/2014 | D | 2,938 | (16) | 05/06/2022 | Common stock |
| Stock Option (Right to Buy) | \$ 34.04 | 07/01/2014 | D | 33,362 | (17) | 05/06/2022 | Common stock |
| Stock Option (Right to Buy) | \$ 37.88 | 07/01/2014 | D | 2,640 | (18) | 05/20/2023 | Common stock |
| Stock Option (Right to Buy) | \$ 37.88 | 07/01/2014 | D | 70,400 | (19) | 05/20/2023 | Common stock |
| Performance Stock Units | \$ 0 | 07/01/2014 | A | 34,850 | (20) | (20) | Common stock |
| Performance Stock Units | \$ 0 | 07/01/2014 | A | 20,070 | (21) | (21) | Common stock |
| Performance Stock Units | \$ 0 | 07/01/2014 | D | 34,850 | (20) | (20) | Common stock |
| Performance Stock Units | \$ 0 | 07/01/2014 | D | 20,070 | (21) | (21) | Common stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| HOCHBERG ELAINE C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022 | | | | See Remarks |

Signatures

/s/ Rita Weinberger as attorney-in-fact for Elaine Hochberg

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).
- 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.
- (1) 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.
 - (2) 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.
 - (3) 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.
 - (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, 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.
 - (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, 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.
 - (11) 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.
 - (12) 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.

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- (13) 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.
- (14) The options, which are in equal parts currently exercisable, vesting on December 5, 2014, and vesting on December 5, 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, 37,267 of which are currently exercisable, 16,967 of which vest on December 5, 2014, and 16,967 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 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, 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.
- (17) The options, 18,150 of which are currently exercisable, 9,075 of which vest on May 7, 2015, and 6,137 of 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.
- (18) The options, 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.
- (19) The options, 18,260 of which are currently exercisable, 18,260 of which vest on May 21, 2015, 18,260 of which vest on May 21, 2016, and 15,620 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.
- (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, 2015, subject to the reporting person's continued employment through such date and also to acceleration in the event of certain terminations of employment.
- (21) 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.
- (22) 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.

Remarks:

EVP - International, Strategic Planning & Government Affairs

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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