

Platform Specialty Products Corp
 Form 4
 December 18, 2014

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 FRANKLIN MARTIN E

2. Issuer Name and Ticker or Trading Symbol
 Platform Specialty Products Corp [PAH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2014

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

C/O PLATFORM SPECIALTY PRODUCTS CORP., 5200 BLUE LAGOON DRIVE, SUITE 855

(Street)

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

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

MIAMI, FL 33126

(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 (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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|-----------------|
| | | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 12/17/2014 | | P | | 150,000 | A | | \$ 21.31 (1) |
| Common Stock, par value \$0.01 per share | 12/16/2014 | | P | | 100,000 | A | | \$ 21.07 (2) |

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| | | |
|--|-------------|---|
| Common Stock, par value \$0.01 per share | 6,197,142 I | By Mariposa Acquisition, LLC <u>(3)</u> |
|--|-------------|---|

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 required to respond unless the form displays a currently valid OMB control number.

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. Pri Deriv Secur (Instr. | |
|---|---|---|---|---|---|--|---|-------------------------------------|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock, par value \$0.01 per share | (4) | | | | | (4) | (4) | Common Stock | 1,060,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRANKLIN MARTIN E
C/O PLATFORM SPECIALTY PRODUCTS CORP.,
5200 BLUE LAGOON DRIVE, SUITE 855
MIAMI, FL 33126

X

Signatures

/s/ Martin E.
Franklin 12/18/2014

**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) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$20.89 to \$21.76, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$20.96 to \$21.15, inclusive.

(3) Represents an indirect interest held by Mariposa Acquisition, LLC. Mr. Franklin is the managing member of Mariposa Acquisition, LLC and may be considered to have beneficial ownership of Mariposa Acquisition, LLC's interests in the Issuer. Mr. Franklin disclaims beneficial ownership of any shares in which he does not have a pecuniary interest. Mr. Franklin owns, directly or indirectly, 61.32% of Mariposa Acquisition, LLC.

(4) The Series A Preferred Stock is convertible at any time at the election of the holder, on a one-for-one basis, into shares of Common Stock for no additional consideration. The Series A Preferred Stock shall automatically convert into Common Stock upon the earlier to occur of (i) a change of control of the Issuer or (ii) December 31, 2020 (unless extended in accordance with the terms of the Series A Preferred Stock).

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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