

ENDO HEALTH SOLUTIONS INC.

Form 4

March 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIMMEL ROGER H

(Last) (First) (Middle)

**C/O ROTHSCHILD INC., 1251
AVENUE OF THE AMERICAS**

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**ENDO HEALTH SOLUTIONS INC.
[ENDP]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2014

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, par value, \$.01 per share ⁽¹⁾	02/28/2014		D	221,347	D <u>(1)</u> 0	D	
2010 Stock Incentive Plan Restricted Stock Units (RSU) ⁽²⁾	02/28/2014		D	6,515	D <u>(2)</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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2004 Stock Incentive Plan Stock Options (NQ) <u>(3)</u>	\$ 22.06	02/28/2014		D	10,000	<u>(3)</u>	03/11/2015	Common Stock	10,000
2004 Stock Incentive Plan Stock Options (NQ) <u>(4)</u>	\$ 31.43	02/28/2014		D	10,000	<u>(4)</u>	03/13/2016	Common Stock	10,000
2000 Stock Incentive Plan Stock Options (NQ) <u>(5)</u>	\$ 29.84	02/28/2014		D	4,567	<u>(5)</u>	03/12/2017	Common Stock	4,567
2007 Stock Incentive Plan Stock Options (NQ) <u>(6)</u>	\$ 24.63	02/28/2014		D	6,764	<u>(6)</u>	03/12/2018	Common Stock	6,764
2007 Stock Incentive Plan Stock Options (NQ) <u>(7)</u>	\$ 16.8	02/28/2014		D	10,384	<u>(7)</u>	03/12/2019	Common Stock	10,384
2007 Stock Incentive Plan Stock	\$ 23.82	02/28/2014		D	8,094	<u>(8)</u>	03/12/2020	Common Stock	8,094

Options
(NQ) (8)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KIMMEL ROGER H C/O ROTHSCHILD INC. 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020	X

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

- (1) 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, of which 41,847 have been deferred under Endo Directors Deferred Compensation Plan.

These restricted stock units granted on March 12, 2013 under the 2010 Stock Incentive Plan, which vest 100% on March 12, 2014, 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 non-qualified stock options granted on March 11, 2005 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.

- (4) These non-qualified stock options granted on March 13, 2006 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.

- (5) These non-qualified stock options granted on March 12, 2007 under the 2000 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.

- (6) These non-qualified stock options granted on March 12, 2008 under the 2007 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.

- (7) These non-qualified stock options granted on March 12, 2009 under the 2007 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.

- (8) These non-qualified stock options granted on March 12, 2010 under the 2007 Stock Incentive Plan, of which 6,071 are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each remaining grant date anniversary through March 12, 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.

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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