### Edgar Filing: PHIBRO ANIMAL HEALTH CORP - Form 4

#### PHIBRO ANIMAL HEALTH CORP

Form 4

December 11, 2014

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

**OMB APPROVAL** 

3235-0287

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January 31, 2005

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**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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * Mayflower L.P.			2. Issuer Name <b>and</b> Ticker or Trading Symbol PHIBRO ANIMAL HEALTH CORP [PAHC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 22 GRENVILI	(First) LE STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2014	DirectorX 10% Owner Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
ST. HELIER,	Y9 JE4 8PX			Form filed by More than One Reporting Person		

(City)	(State) (2	Table	I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4	sposed	of	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)
Class A Common Stock	12/09/2014		S	51,754	D	(1)	2,046,638	I	See Footnote (4)
Class A Common Stock	12/10/2014		S	34,730	D	(2)	2,011,908	I	See Footnote (4)
Class A Common Stock	12/11/2014		S	29,447	D	(3)	1,982,461	I	See Footnote (4)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	ınt of	Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						Fo
					(A) or						R
					Disposed						Tı
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title			
						Exercisable	Date	TILL	of		
				Code V	(A) (D)				Shares		
				Couc v	(21) $(D)$				Dilaics		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
.r. g	Director	10% Owner	Officer	Other			
Mayflower L.P.							
22 GRENVILLE STREET		X					
ST. HELIER, Y9 JE4 8PX							

# **Signatures**

/s/ Alastair Richardson, authorized signatory for 3i Investments plc, acting as manager of 12/11/2014 Mayflower LP

> \*\*Signature of Reporting Person Date

/s/ Alastair Richardson, authorized signatory for 3i Investments plc 12/11/2014

> \*\*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).
- Shares were sold in multiple transactions at a weighted average price of \$32.059 per share at prices ranging from \$31.64 to \$32.62. The (1) reporting persons undertake to provide the Phibro Animal Health Corp (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 sold at each separate price.
- Shares were sold in multiple transactions at a weighted average price of \$31.9203 per share at prices ranging from \$31.32 to \$32.21. The (2) reporting persons undertake to provide 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 sold at each separate price.

**(3)** 

Reporting Owners 2

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Shares were sold in multiple transactions at a weighted average price of \$31.8527 per share at prices ranging from \$31.48 to \$32.20. The reporting persons undertake to provide 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 sold at each separate price.

Shares are directly held by Mayflower LP ("Mayflower"). Investment and divestment decisions with respect to the shares held by

Mayflower are made by the investment committee of 3i Investments plc, which is the manager of Mayflower. 3i Investments plc is an indirect wholly owned subsidiary of 3i Group plc, a public company listed on the London Stock Exchange. 3i Investments plc is advised by 3i Corporation, which is also an indirect wholly owned subsidiary of 3i Group plc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.