

Actavis plc
Form 4
March 19, 2015

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 *
NAVARRE PAUL

(Last) (First) (Middle)
1 GRAND CANAL SQUARE,
DOCKLANDS
(Street)

DUBLIN 2, L2 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Actavis plc [ACT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2015

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)
See Remarks

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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Ordinary Shares, par value \$0.0001 | 03/17/2015 | | A | | 808 ⁽¹⁾ / ₍₂₎ A <u>(1)</u> 808 | D | |
| Ordinary Shares, par value \$0.0001 | 03/17/2015 | | A | | 1,070 ⁽¹⁾ / ₍₃₎ A <u>(1)</u> 1,878 | D | |
| Ordinary Shares, par value \$0.0001 | 03/17/2015 | | A | | 2,845 ⁽¹⁾ / ₍₄₎ A <u>(1)</u> 4,723 | D | |

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Ordinary Shares, par value \$0.0001 03/17/2015 A 217 ⁽¹⁾ ₍₅₎ A (1) 4,940 ⁽⁶⁾ ₍₆₎ D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy) | \$ 108.86 | 03/17/2015 | | A | 7,752 ⁽⁷⁾ ₍₈₎ | ⁽⁸⁾ 02/17/2022 | Ordinary Shares |
| Stock Option (Right to Buy) | \$ 131.1 | 03/17/2015 | | A | 8,156 ⁽⁷⁾ ₍₉₎ | ⁽⁹⁾ 02/21/2023 | Ordinary Shares |
| Stock Option (Right to Buy) | \$ 154.87 | 03/17/2015 | | A | 9,499 ⁽⁷⁾ ₍₁₀₎ | ⁽¹⁰⁾ 02/21/2024 | Ordinary Shares |
| Stock Option (Right to Buy) | \$ 289.75 | 03/17/2015 | | A | 7,726 ⁽⁷⁾ ₍₁₁₎ | ⁽¹¹⁾ 02/20/2025 | Ordinary Shares |
| Stock Option (Right to Buy) | \$ 307.51 | 03/17/2015 | | A | 8,676 | ⁽¹²⁾ 03/17/2025 | Ordinary Shares |
| Performance-Based Restricted Stock Unit | ⁽¹³⁾ | 03/17/2015 | | A | 9,344 ₍₁₃₎ | ⁽¹³⁾ ₍₁₃₎ | Ordinary Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

See Remarks

NAVARRE PAUL
1 GRAND CANAL SQUARE, DOCKLANDS
DUBLIN 2, L2 00000

Signatures

/s/ A. Robert D. Bailey, Attorney-in-Fact for the Reporting
Person

03/19/2015

__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) On March 17, 2015, Actavis plc (the "Issuer") acquired Allergan, Inc. ("Allergan") through a series of merger transactions which resulted in Allergan becoming an indirect wholly-owned subsidiary of the Issuer (the "Merger"). In connection with the Merger, each unvested Allergan restricted stock unit (an "Allergan RSU") was assumed and converted by the Issuer into a restricted stock unit (an "Actavis RSU") in respect of a number of ordinary shares of the Issuer, par value \$0.0001 per share (the "Ordinary Shares") equal to the product of (i) the applicable number of shares of Allergan common stock subject to the Allergan RSU and (ii) 0.8076, rounded up to the nearest whole share if half a share or more or down to the nearest whole share if less than half a share.
- (2) The Actavis RSUs issued upon the conversion of Allergan RSUs are scheduled to vest on February 21, 2017.
- (3) The Actavis RSUs issued upon the conversion of Allergan RSUs are scheduled to vest on February 21, 2018.
- (4) The Actavis RSUs issued upon the conversion of Allergan RSUs are scheduled to vest on February 15, 2017.
- (5) The Actavis RSUs issued upon the conversion of Allergan RSUs are scheduled to vest on February 20, 2017.
- (6) Includes 4,940 Actavis RSUs.
- (7) In connection with the Merger, each option to purchase shares of Allergan common stock (an "Allergan Option") was assumed and converted by the Issuer into a stock option to purchase a number of Ordinary Shares (an "Actavis Option") equal to the product of (i) the applicable number of shares of Allergan common stock subject to the Allergan Option and (ii) 0.8076, rounded down to the nearest whole share.
- (8) Received in exchange for an Allergan Option in connection with the Merger. Vests in four equal annual installments commencing on the first anniversary of the grant date (February 17, 2012).
- (9) Received in exchange for an Allergan Option in connection with the Merger. Vests in four equal annual installments commencing on the first anniversary of the grant date (February 21, 2013).
- (10) Received in exchange for an Allergan Option in connection with the Merger. Vests in four equal annual installments commencing on the first anniversary of the grant date (February 21, 2014).
- (11) Received in exchange for an Allergan Option in connection with the Merger. Vests in four equal annual installments commencing on the first anniversary of the grant date (February 20, 2015).
- (12) Vests in five equal annual installments commencing on the first anniversary of the grant date (March 17, 2015).
- (13) Represents performance-based restricted share units ("PSUs") which will vest as to one-third of the total grant on each of December 31, 2017, 2018 and 2019, subject to the achievement by the Issuer of certain performance criteria. Each PSU represents a contingent right to receive a number of Ordinary Shares equal to the product of the applicable performance multiple and the target number of shares underlying the PSU, as set forth in the award agreement between the Issuer and the Reporting Person.

Remarks:

EVP Actavis, and President, International Brands

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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