#### PHIBRO ANIMAL HEALTH CORP

Form 4 May 19, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

05/19/2015

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

**BENDHEIM JACK** 

PHIBRO ANIMAL HEALTH CORP

(Check all applicable)

President and CEO

[PAHC]

(Month/Day/Year)

(Last)

3. Date of Earliest Transaction

X\_ Officer (give title below)

\_X\_ Director

X\_\_ 10% Owner \_ Other (specify

300 FRANK W. BURR BLVD., STE 05/11/2015

(Middle)

21

Class A

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

> \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

> > Ι

\$ 36.9 30,000

TEANECK, NJ 07666

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(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Securi	ities Acqu	ired, Disposed of	, or Beneficial	y 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. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 (1)	05/11/2015		C	48,000	A	( <u>1</u> )	48,000	I	See (2)
Class A Common Stock (3)	05/15/2015		S	6,000	D	\$ 36.4 (4)	42,000	I	See (2)
Class A Common Stock (3)	05/18/2015		S	6,000	D	\$ 36.89 (5)	36,000	I	See (2)

6,000

D

S

See (2)

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Common Stock (3)

(6)

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)

8. P Der Sec (Ins

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. Transacti Code (Instr. 8)	5. Number of torDerivative 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
Class B Common Stock (1)	<u>(1)</u>	05/12/2015		C	48,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	48,000

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BENDHEIM JACK
300 FRANK W. BURR BLVD., STE 21 X X President and CEO
TEANECK, NJ 07666

## **Signatures**

/s/ Thomas G. Dagger, as Attorney-in-Fact for Jack C. Bendheim

05/19/2015

\*\*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) The Class B Common Stock was convertible into Class A Common Stock at any time on a one-for-one basis, and had no expiration date.
- The securities are held by BFI Co., LLC. Mr. Bendheim, a reporting person, director and officer of the Issuer, exercises voting and dispositive power over BFI Co., LLC and may be deemed to have shared voting and investment power over the securities held by BFI Co., LLC. Mr. Bendheim disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Reporting Owners 2

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- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 16, 2015.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.3958 to \$36.407, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.8895 to \$36.8896, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.893 to \$36.9087, inclusive.

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.