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PHIBRO ANIMAL HEALTH CORP

Form 4

March 16, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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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)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Welch Daniel A Issuer Symbol PHIBRO ANIMAL HEALTH CORP (Check all applicable) [PAHC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 300 FRANK W. BURR BLVD., STE 02/27/2017 Sr VP, Human Resources 21 (Street) 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

TEANECK, NJ 07666-6712

(State)

(Zip)

(City)

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed 3. 4. Securities Acquired nnth/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)				d of (D) 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)
Class A Common Stock (1)	02/27/2017 <u>(6)</u>		Code V $M_{\underline{(3)}}$	3,100	, ,	Price \$ 11.83	3,100	D	
Class A Common Stock (2)	02/27/2017(6)		M(3)	1,900	A	\$ 11.83	1,900	D	
Class A Common Stock	02/27/2017(6)		S(3)	5,000	D	\$ 28.3 (4)	0	D	

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 ionof 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
Option to purchase Class A Common Stock (5)	\$ 11.83	02/27/2017(6)		M(3)		3,100	03/01/2012	02/28/2019	Class A Common Stock	3,100
Option to purchase Class A Common Stock	\$ 11.83	02/27/2017(6)		M(3)		1,900	03/01/2013	02/28/2019	Class A Common Stock	1,900

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Welch Daniel A

300 FRANK W. BURR BLVD., STE 21 Sr VP, Human Resources

TEANECK, NJ 07666-6712

Signatures

/s/ Thomas G. Dagger, as Attorney-in-Fact for Daniel A.

Welch 03/01/2017

**Signature of Reporting Person Date

Reporting Owners 2

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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) Reflects conversions of options with an exercisable date of March 1, 2012.
- (2) Reflects conversions of options with an exercisable date of March 1, 2013.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 7, 2016
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.95 to \$28.75, inclusive.
- (5) The Date Exercisable for the securities included on this line was incorrectly reported in the Form 4 for Mr. Welch filed on February 16, 2017. The information in this line reflects the correct Date Exercisable for the Options to purchase Class A Common Stock.
- (6) Report is being submitted late due to a technical error.

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.