

Gallagher Daniel Martin Jr
Form 4
March 05, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gallagher Daniel Martin Jr

(Last) (First) (Middle)

BUILDING 4, TRIDENT PLACE,
MOSQUITO WAY

(Street)

HATFIELD,
HERTFORDSHIRE, X0 AL10 9UL

(City) (State) (Zip)

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

Mylan N.V. [MYL]

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

03/02/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Legal Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
			Code	V	Amount (A) or (D)	Price	
Ordinary Shares	03/02/2019		M		7,811 A	\$ 0	12,093 D
Ordinary Shares	03/02/2019		F		3,744 (1) D	\$ 27.45	8,349 D
Ordinary Shares	03/03/2019		M		8,218 A	\$ 0	16,567 D
Ordinary Shares	03/03/2019		F		3,949 (2) D	\$ 27.45	12,618 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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0	03/02/2019		M	7,811	(3) (3)	Ordinary Shares	7,811
Restricted Stock Units	\$ 0	03/03/2019		M	8,218	(4) (4)	Ordinary Shares	8,218

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gallagher Daniel Martin Jr BUILDING 4, TRIDENT PLACE, MOSQUITO WAY HATFIELD, HERTFORDSHIRE, X0 AL10 9UL			Chief Legal Officer	

Signatures

/s/ Kevin Macikowski, by power of attorney 03/05/2019

__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) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of a portion of the restricted stock units (RSUs) granted on March 2, 2018.
- (2) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of a portion of the RSUs granted on May 12, 2017.

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- Each RSU represents the right to receive one ordinary share of Mylan N.V. 7,811 of the RSUs granted on March 2, 2018 vested on March 2, 2019, and, in accordance with the terms of the consulting agreement, entered into on February 25, 2019, by and between Mylan Inc. and the reporting person (Consulting Agreement), 15,621 will vest on March 15, 2020.
- (3)
- (4) Each RSU represents the right to receive one ordinary share of Mylan N.V. 8,218 of the RSUs granted on May 12, 2017 vested on each of March 3, 2018 and March 3, 2019, and, in accordance with the terms of the Consulting Agreement, 8,218 will vest on March 15, 2020.

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.