

Forest Laboratories, LLC
Form 4
July 02, 2014

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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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ling Karen

(Last) (First) (Middle)

**C/O FOREST LABORATORIES,
INC., 909 THIRD AVENUE**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

Forest Laboratories, LLC [FRX]

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

06/30/2014

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)

SVP - Chief HR 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 (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			
Common Stock	07/01/2014		D		4,472	D	<u>(1)</u>	0	D	
Restricted Stock	07/01/2014		D		21,438	D	<u>(2)</u>	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)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	06/30/2014		A		14,022		(3)	(3)	Common stock	14,022
Stock Option (Right to Buy)	\$ 69.55	07/01/2014		D		4,311		(4)	01/20/2024	Common stock	4,311
Stock Option (Right to Buy)	\$ 69.55	07/01/2014		D		27,740		(5)	01/20/2024	Common stock	27,740
Stock Option (Right to Buy)	\$ 69.55	07/01/2014		D		2,874		(6)	01/20/2024	Common stock	2,874
Stock Option (Right to Buy)	\$ 69.55	07/01/2014		D		17,592		(7)	01/20/2024	Common stock	17,592
Stock Option (Right to Buy)	\$ 92.65	07/01/2014		D		21,420		(8)	05/12/2024	Common stock	21,420
Restricted Stock Units	\$ 0	07/01/2014		D		14,022		(3)	(3)	Common stock	14,022
Restricted Stock Units	\$ 0	07/01/2014		D		12,293		(10)	(10)	Common stock	12,293

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Ling Karen
C/O FOREST LABORATORIES, INC.
909 THIRD AVENUE
NEW YORK, NY 10022

SVP - Chief HR Officer

Signatures

/s/ Rita Weinberger as attorney-in-fact for Karen
Ling

07/02/2014

__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).
- (1) Each share of common stock was disposed of pursuant to the Merger Agreement, dated as of February 17, 2014 (the "Merger Agreement"), by and among the issuer and Actavis plc ("Actavis"), Tango US Holdings Inc., Tango Merger Sub 1 LLC, and Tango Merger Sub 2 LLC in exchange for either (A) \$26.04 in cash plus 0.3306 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger or (B) \$25.67 in cash plus 0.332623 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger, depending on the consideration election made by the reporting person and the consideration election proration procedures set forth in the Merger Agreement.
- (2) Outstanding restricted stock awards were assumed by Actavis pursuant to the Merger Agreement and replaced with an Actavis restricted stock unit award covering 0.4723 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger for each issuer share underlying the restricted stock award.
- (3) The restricted stock units will vest on the second anniversary of the grant date, subject to continued employment through such anniversary, and also to acceleration in the event of certain terminations of employment.
- (4) The options, which in equal amounts are currently exercisable, vest on May 2, 2015, and vest on January 1, 2016, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (5) The options, of which 3,371 are currently exercisable, 4,808 vest on December 31, 2014, 6,576 vest on May 2, 2015, 3,370 vest on January 1, 2016, and 9,615 vest on May 1, 2016, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (6) The options, which vest in equal amounts on January 21, 2017 and January 21, 2018, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (7) The options, of which 5,117 vest on January 21, 2015, 5,117 vest on January 21, 2016, 3,679 vest on January 21, 2017, and 3,679 vest on January 21, 2018, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (8) The options, which vest in equal amounts on May 13, 2015, May 13, 2016, May 13, 2017, and May 13, 2018, were assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such issuer option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of the issuer option by (y) 0.4723.
- (9) Outstanding restricted stock unit awards were assumed by Actavis pursuant to the Merger Agreement and replaced with an Actavis restricted stock unit award covering 0.4723 Actavis ordinary shares having a market value of \$224 per share on the effective date of the merger for each issuer share underlying the restricted stock unit award.
- (10) These restricted stock units become exercisable as to 20% of the stock units on July 23rd of each of 2018, 2019, 2020, and 2021, 5% of the stock units on July 23, 2022, and the remaining 15% of the stock units on July 23, 2023.

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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