

ENDO HEALTH SOLUTIONS INC.

Form 4

March 03, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Upadhyay Suketu

2. Issuer Name **and** Ticker or Trading
 Symbol
 ENDO HEALTH SOLUTIONS INC.
 [ENDP]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O ENDO HEALTH SOLUTIONS
 INC., 1400 ATWATER DRIVE

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/28/2014

____ Director ____ 10% Owner
 __X__ Officer (give title below) ____ Other (specify below)
 EVP, Chief Financial Officer

(Street)
 MALVERN, PA 19355

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 __X__ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting
 Person

(City) (State) (Zip)

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 (A) or (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 Indirect Beneficial Ownership (Instr. 4)
2010 Stock Incentive Plan Restricted Stock Units (RSU) ⁽¹⁾ ⁽²⁾	02/28/2014		D	15,418	D ⁽²⁾ 0	D	
2010 Stock Incentive Plan Restricted Stock Units (RSU) ⁽³⁾	02/28/2014		D	5,073	D ⁽³⁾ 0	D	
	02/28/2014		D	15,418	D ⁽⁴⁾ 0	D	

2010 Stock
Incentive Plan
Performance
Shares ⁽⁴⁾

2010 Stock
Incentive Plan 02/28/2014 D 10,147 D ⁽⁵⁾ 0 D
Performance
Shares ⁽⁵⁾

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2010 Stock Incentive Plan Stock Options (NO) ⁽⁶⁾	\$ 79.33	02/28/2014		D	18,905	<u>(6)</u>	02/26/2024	Common Stock	18,905

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Upadhyay Suketu C/O ENDO HEALTH SOLUTIONS INC. 1400 ATWATER DRIVE MALVERN, PA 19355	EVP, Chief Financial Officer

Signatures

/s/ Caroline B. Manogue, by power of attorney

03/03/2014

**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) On February 28, 2014, Endo Health Solutions, Inc. ("Endo") and Paladin Laboratories Inc. ("Paladin") consummated a transaction under an arrangement agreement pursuant to which each of Endo and Paladin was acquired by a new Irish holding company, Endo International plc ("New Endo"). Under the terms of the arrangement agreement (a) New Endo acquired Paladin pursuant to a plan of arrangement under Canadian law and (b) a newly formed subsidiary of New Endo merged with and into Endo, with Endo as the surviving corporation in the merger (the "Merger") and an indirect wholly owned subsidiary of New Endo. At the effective time of the Merger, each Endo equity security was cancelled and converted into the right to receive one equivalent New Endo equity security.

(2) These restricted stock units granted on September 24, 2013 under the 2010 Stock Incentive Plan, of which none are vested as of February 28, 2014 with the unvested portion generally vesting 33-1/3% annually at each future grant date anniversary through September 24, 2016, were assumed by New Endo in the Merger and converted into New Endo restricted stock units with the same terms and conditions as the original Endo restricted stock units.

(3) These restricted stock units granted on February 26, 2014 under the 2010 Stock Incentive Plan, of which none are vested as of February 28, 2014 with the unvested portion generally vesting 25% annually at each future grant date anniversary through February 26, 2018, were assumed by New Endo in the Merger and converted into New Endo restricted stock units with the same terms and conditions as the original Endo restricted stock units.

(4) These performance share units granted on September 24, 2013 under the 2010 Stock Incentive Plan were assumed by New Endo in the Merger and converted into New Endo performance share units with the same terms and conditions as the original Endo performance share units. These performance shares vest on September 24, 2016 upon the Company achieving certain shareholder return targets over the period beginning on September 24, 2013 and ending on September 24, 2016. The amount of performance share units included in this line represents the target quantity of shares issuable. The exact number of shares issuable, between 0% and 300% of the target shares, will be based on achievement, as determined by the Compensation Committee of the Board of Directors of Endo, of the specified shareholder return targets over the cumulative 3-year period set forth above.

(5) These performance share units granted on February 26, 2014 under the 2010 Stock Incentive Plan were assumed by New Endo in the Merger and converted into New Endo performance share units with the same terms and conditions as the original Endo performance share units. These performance shares vest on February 26, 2017 upon the Company achieving certain shareholder return targets over the period beginning on February 26, 2014 and ending on February 26, 2017. The amount of performance share units included in this line represents the target quantity of shares issuable. The exact number of shares issuable, between 0% and 300% of the target shares, will be based on achievement, as determined by the Compensation Committee of the Board of Directors of Endo, of the specified shareholder return targets over the cumulative 3-year period set forth above.

(6) These non-qualified stock options granted on February 26, 2014 under the 2010 Stock Incentive Plan, of which none are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each grant date anniversary through February 26, 2018, were assumed by New Endo in the Merger and converted into options to purchase ordinary shares of New Endo for the listed exercise price per share with the same terms and conditions as the original Endo stock options.

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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