

Forest Laboratories, LLC
 Form 4
 July 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Francis Perier I Jr

(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)
 07/01/2014

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)
 EVP - Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Amount or Price		
Common Stock	07/01/2014		D		62,071	D	
Restricted Stock	07/01/2014		D		23,580	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 of Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 44.74	07/01/2014		D			88,825	<u>(3)</u>	09/30/2014	Common stock
Stock Option (Right to Buy)	\$ 44.74	07/01/2014		D			11,175	<u>(4)</u>	09/30/2014	Common stock
Stock Option (Right to Buy)	\$ 40.29	07/01/2014		D			47,518	<u>(5)</u>	12/09/2015	Common stock
Stock Option (Right to Buy)	\$ 40.29	07/01/2014		D			2,482	<u>(6)</u>	12/09/2015	Common stock
Stock Option (Right to Buy)	\$ 51.54	07/01/2014		D			73,060	<u>(7)</u>	12/08/2016	Common stock
Stock Option (Right to Buy)	\$ 51.54	07/01/2014		D			1,940	<u>(8)</u>	12/08/2016	Common stock
Stock Option (Right to Buy)	\$ 37.26	07/01/2014		D			2,684	<u>(9)</u>	12/05/2017	Common stock
Stock Option (Right to Buy)	\$ 37.26	07/01/2014		D			47,316	<u>(10)</u>	12/05/2017	Common stock
Stock Option (Right to Buy)	\$ 24.12	07/01/2014		D			4,145	<u>(11)</u>	12/08/2018	Common stock
Stock Option (Right to Buy)	\$ 24.12	07/01/2014		D			45,855	<u>(12)</u>	12/08/2018	Common stock
Stock Option (Right to Buy)	\$ 31.27	07/01/2014		D			3,198	<u>(13)</u>	12/06/2019	Common stock

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Stock Option (Right to Buy)	\$ 31.27	07/01/2014	D	56,802	<u>(14)</u>	12/06/2019	Common stock
Stock Option (Right to Buy)	\$ 31.27	07/01/2014	D	75,000	<u>(15)</u>	12/05/2020	Common stock
Stock Option (Right to Buy)	\$ 30	07/01/2014	D	3,333	<u>(16)</u>	12/04/2021	Common stock
Stock Option (Right to Buy)	\$ 30	07/01/2014	D	71,667	<u>(17)</u>	12/04/2021	Common stock
Stock Option (Right to Buy)	\$ 34.04	07/01/2014	D	2,938	<u>(18)</u>	05/06/2022	Common stock
Stock Option (Right to Buy)	\$ 34.04	07/01/2014	D	31,018	<u>(19)</u>	05/06/2022	Common stock
Stock Option (Right to Buy)	\$ 37.88	07/01/2014	D	2,640	<u>(20)</u>	05/20/2023	Common stock
Stock Option (Right to Buy)	\$ 37.88	07/01/2014	D	65,188	<u>(21)</u>	05/20/2023	Common stock
Performance Stock Units	\$ 0	07/01/2014	A	32,636	<u>(22)</u>	<u>(22)</u>	Common stock
Performance Stock Units	\$ 0	07/01/2014	A	18,632	<u>(23)</u>	<u>(23)</u>	Common stock
Performance Stock Units	\$ 0	07/01/2014	D	32,636	<u>(22)</u>	<u>(22)</u>	Common stock
Performance Stock Units	\$ 0	07/01/2014	D	18,632	<u>(23)</u>	<u>(23)</u>	Common stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Francis Perier I Jr C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022			EVP - Chief Financial Officer	

Signatures

/s/ Rita Weinberger as attorney-in-fact for Francis I. Perier Jr.

07/03/2014

__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) 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 options, which are currently exercisable, 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.

(4) The options, which are currently exercisable, 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, which are currently exercisable, 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 are currently exercisable, 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, which are currently exercisable, 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 are currently exercisable, 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) The options, which are currently exercisable, 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.

(10) The options, which are currently exercisable, 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.

(11) The options, which are currently exercisable, 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

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price per share of the issuer option by (y) 0.4723.

- (12) The options, which are currently exercisable, 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.
- (13) The options, which vest on December 7, 2014, 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.
- (14) The options, 36,000 of which are currently exercisable and 20,802 of which vest on December 7, 2014, 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.
- (15) The options, which are currently exercisable, 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.
- (16) The options, which vest on December 5, 2015, 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.
- (17) The options, 37,500 of which are currently exercisable, 18,750 of which vest on December 5, 2014, and 15,417 of which vest on December 5, 2015, 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.
- (18) The options, which vest on May 7, 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.
- (19) The options, 16,978 of which are currently exercisable, 8,489 of which vest on May 7, 2015, and 5,551 of which vest on May 7, 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.
- (20) The options, which vest on May 21, 2017, 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.
- (21) The options, 16,957 of which are currently exercisable, 16,957 of which vest on May 21, 2015, 16,957 of which vest on May 21, 2016, and 14,317 of which vest on May 21, 2017, 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.
- (22) The performance conditions with respect to the issuer performance stock unit award were deemed to be earned based on target performance as of the effective time of the transaction, and the performance stock unit award (as so earned) will vest on April 1, 2015, subject to the reporting person's continued employment through such date and also to acceleration in the event of certain terminations of employment.
- (23) The performance conditions with respect to the issuer performance stock unit award were deemed to be earned based on target performance as of the effective time of the transaction, and the performance stock unit award (as so earned) will vest on April 1, 2016, subject to the reporting person's continued employment through such date and also to acceleration in the event of certain terminations of employment.
- (24) Each outstanding performance stock unit award (as deemed earned pursuant to the Merger Agreement) was assumed by Actavis pursuant to the Merger Agreement and replaced with an Actavis restricted stock unit award covering 0.4723 Actavis ordinary shares

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having a market value of \$224.00 per share on the effective date of the merger for each issuer share underlying the performance stock unit award.

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.