

Actavis plc  
Form 4  
July 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 \*  
Bailey A Robert D

(Last) (First) (Middle)

1 GRAND CANAL SQUARE

(Street)

DUBLIN 2, L2 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Actavis plc [ACT]

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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Legal Officer & Corp Sec

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 (D) Price  |  |                                   |
| Ordinary Shares, par value \$0.0001 | 07/01/2014                           |  | A                              |   | 17,953 (1) (2)  | A  | 17,953 (2) 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 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy)                | \$ 103.79  | 07/01/2014                           |  | A                              | 13,602<br>(3)   | (3) 11/11/2023   | Ordinary Shares                                   |
| Stock Option (Right to Buy)                | \$ 196.16  | 07/01/2014                           |  | A                              | 12,814<br>(4)   | (4) 05/12/2024   | Ordinary Shares                                   |
| Performance-Based Restricted Stock Unit    | (5)  | 07/01/2014                           |  | A                              | 18,157<br>(5)   | (5) (5)  | Ordinary Shares                                   |
| Stock Option (Right to Buy)                | \$ 224   | 07/01/2014                           |  | A                              | 16,524<br>(6)   | (6) 07/01/2024   | Ordinary Shares                                   |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Bailey A Robert D<br>1 GRAND CANAL SQUARE<br>DUBLIN 2, L2 00000 |               |           | Chief Legal Officer & Corp Sec |       |

## Signatures

/s/ Sheldon Hirt, Attorney-in-Fact for the Reporting Person

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) On July 1, 2014, the Issuer ("Actavis") acquired Forest Laboratories, Inc. ("Forest") through a series of merger transactions which resulted in Forest becoming an indirect wholly-owned subsidiary of Actavis (the "Acquisition"). In connection with the Acquisition, each (i) unvested share of Forest restricted stock (each, a "Forest RSS") and each unvested Forest restricted stock unit (each, a "Forest RSU") was converted into restricted stock units of Actavis (each, an "Actavis RSU") and (ii) option to purchase Forest shares (each, a "Forest Option") was exchanged for an option to purchase ordinary shares of Actavis, in each case at a rate of 0.4723 Actavis award per corresponding Forest award. Each share of Forest common stock held by the Reporting Person was exchanged for \$25.67 in cash plus 0.3326 of an Actavis ordinary share, with fractions of an Actavis ordinary share being cashed out at \$219.00 per share.

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- (2) Includes 14,324 Actavis RSUs issued upon the conversion of Forest RSS and Forest RSU pursuant to the terms of the Acquisition.
- (3) Received in exchange for a Forest Option in connection with the Acquisition and vests as to 25% of the shares covered by the option in four approximate equal installments commencing on each of the first four anniversaries of the grant date (November 12, 2013).
- (4) Received in exchange for a Forest Option in connection with the Acquisition and vests as to 25% of the shares covered by the option in four approximate equal installments commencing on each of the first four anniversaries of the grant date (May 13, 2014).
- (5) Represents performance-based restricted share units ("PSUs") which will vest as to one-third of the total grant on each of December 31, 2017, 2018 and 2019, subject to the achievement by Actavis of certain performance criteria. Each PSU represents a contingent right to receive ordinary shares of Actavis equal to the product of the applicable performance multiple and the target number of shares underlying the PSU, as set forth in the award agreement between Actavis and the Reporting Person.
- (6) Vests in five equal annual installments commencing on the first anniversary of the grant date (July 1, 2014).

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.