

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 \*  
HYATT MICHAEL

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)

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

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

745 FIFTH AVENUE

(Street)

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

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

NEW YORK, NY 10151

(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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value, \$.01 per share <sup>(1)</sup>	02/28/2014		D		234,228	D	0
Common Stock, par value, \$.01 per share <sup>(2)</sup>	02/28/2014		D		25,000	D	0
2010 Stock Incentive Plan Restricted	02/28/2014		D		6,515	D	0
						I	In Trust

Stock Units  
(RSU) <sup>(3)</sup>

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. Amount or Number of Shares
2000 Stock Incentive Plan Stock Options (NQ) <sup>(4)</sup>	\$ 20.42	02/28/2014		D	10,000	<sup>(4)</sup> 03/12/2014	Common Stock	10,000
2004 Stock Incentive Plan Stock Options (NQ) <sup>(5)</sup>	\$ 22.06	02/28/2014		D	10,000	<sup>(5)</sup> 03/11/2015	Common Stock	10,000
2004 Stock Incentive Plan Stock Options (NQ) <sup>(6)</sup>	\$ 31.43	02/28/2014		D	10,000	<sup>(6)</sup> 03/13/2016	Common Stock	10,000
2000 Stock Incentive Plan Stock	\$ 29.84	02/28/2014		D	4,567	<sup>(7)</sup> 03/12/2017	Common Stock	4,567



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- (2) These indirectly owned common shares, representing shares of common stock held in trusts, were also disposed of pursuant to the Merger and each was converted into the right to receive one New Endo ordinary share.
- These restricted stock units granted on March 12, 2013 under the 2010 Stock Incentive Plan, which vest 100% on March 12, 2014, 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 non-qualified stock options granted on March 12, 2004 under the 2000 Stock Incentive Plan, which are fully vested as of February 28, 2014, 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.
- (4) These non-qualified stock options granted on March 11, 2005 under the 2004 Stock Incentive Plan, which are fully vested as of February 28, 2014, 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.
- (5) These non-qualified stock options granted on March 13, 2006 under the 2004 Stock Incentive Plan, which are fully vested as of February 28, 2014, 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.
- (6) These non-qualified stock options granted on March 12, 2007 under the 2000 Stock Incentive Plan, which are fully vested as of February 28, 2014, 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.
- (7) These non-qualified stock options granted on March 12, 2008 under the 2007 Stock Incentive Plan, which are fully vested as of February 28, 2014, 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.
- (8) These non-qualified stock options granted on March 12, 2009 under the 2007 Stock Incentive Plan, which are fully vested as of February 28, 2014, 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.
- (9) These non-qualified stock options granted on March 12, 2010 under the 2007 Stock Incentive Plan, of which 6,071 are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each remaining grant date anniversary through March 12, 2014, 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.
- (10)

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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