

ENDO HEALTH SOLUTIONS INC.

Form 4

February 28, 2014

FORM 4UNITED 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Upadhyay Suketu

(Last) (First) (Middle)

C/O ENDO HEALTH SOLUTIONS
INC., 1400 ATWATER DRIVE

(Street)

MALVERN, PA 19355

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ENDO HEALTH SOLUTIONS INC.
[ENDP]

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

02/26/2014

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)
EVP, Chief Financial 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 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 Performance Shares ⁽¹⁾	02/26/2014		A	10,147 ⁽²⁾	A ⁽³⁾ 25,565 ⁽⁴⁾	D	
2010 Stock Incentive Plan Restricted Stock Units (RSU) ⁽⁵⁾	02/26/2014		A	5,073	A ⁽³⁾ 20,491	D	

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
2010 Stock Incentive Plan Stock Options (6)	\$ 79.33	02/26/2014		A	18,905	(7) 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 02/28/2014

__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) The performance shares vest upon the Company achieving certain shareholder return targets over a cumulative 3-year period.

Represents target quantity of shares issuable. The exact number of shares issuable will be determined on achievement of certain

(2) shareholder return targets over a cumulative 3-year period, as determined by the Board of Directors of Endo Health Solutions Inc. The executive can earn between 0% and 300% of the target shares.

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- (3) These securities were granted to Mr. Upadhyay in consideration of his services as the Executive Vice President and Chief Financial Officer of Endo Health Solutions Inc.
- Represents the cumulative target quantity of shares issuable with respect to all 2010 Stock Incentive Plan performance shares outstanding.
- (4) The cumulative total is the combination of the target payouts for the current grant and all past grants made under the 2010 Stock Incentive Plan and still outstanding, which are subject to a range of payouts depending on the achievement of certain performance metrics as described herein for the current grants and as previously disclosed for all other performance share grants.
- Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of Endo Health Solutions Inc. common
- (5) stock. These restricted stock units (RSUs) are generally exercisable 25% per year on each of February 26, 2015, February 26, 2016, February 26, 2017 and February 26, 2018. Upon vesting, we consider the underlying RSUs to be expired.
- (6) Representing the right to buy shares of common stock, par value \$0.01 per share, of Endo Health Solutions Inc.
- (7) These stock options are generally exercisable 25% per year on each of February 26, 2015, February 26, 2016, February 26, 2017 and February 26, 2018.

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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