ENDO HEALTH SOLUTIONS INC.
Form 4
March 03, 2014

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MANOGUE CAROLINE B

(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)
02/28/2014

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)
Exec. V.P., CLO & Secy

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value, $.01 per share (1)	02/28/2014		D		65,397	D	(1)	0	D	
2010 Stock Incentive Plan Restricted Stock Units (RSU) (2)	02/28/2014		D		2,933	D	(2)	0	D	
2010 Stock Incentive Plan	02/28/2014		D		6,484	D	(3)	0	D	

Restricted Stock Units (RSU) (3)								
2010 Stock Incentive Plan Restricted Stock Units (RSU) (4)	02/28/2014		D	5,935	D	(4)	0	D
2010 Stock Incentive Plan Restricted Stock Units (RSU) (5)	02/28/2014		D	4,781	D	(5)	0	D
2010 Stock Incentive Plan Performance Shares (6)	02/28/2014		D	12,968	D	(6)	0	D
2010 Stock Incentive Plan Performance Shares (7)	02/28/2014		D	15,828	D	(7)	0	D
2010 Stock Incentive Plan Performance Shares (8)	02/28/2014		D	14,911	D	(8)	0	D
2010 Stock Incentive Plan Performance Shares (9)	02/28/2014		D	9,563	D	(9)	0	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 Amount of Underlying Securities (Instr. 3 and 4)	8.
				Code	V	(A)	(D)		Title	

						Date Exercisable	Expiration Date		Amount or Number of Shares
2004 Stock Incentive Plan Stock Options (NQ) (10)	$ 30.55	02/28/2014		D	42,279	(10)	02/21/2017	Common Stock	42,279
2007 Stock Incentive Plan Stock Options (NQ) (11)	$ 24.87	02/28/2014		D	50,000	(11)	01/25/2018	Common Stock	50,000
2007 Stock Incentive Plan Stock Options (NQ) (12)	$ 25.19	02/28/2014		D	40,722	(12)	02/21/2018	Common Stock	40,722
2007 Stock Incentive Plan Stock Options (NQ) (13)	$ 19.93	02/28/2014		D	84,065	(13)	02/26/2019	Common Stock	84,065
2004 Stock Incentive Plan Stock Options (NQ) (14)	$ 20.61	02/28/2014		D	36,932	(14)	02/19/2020	Common Stock	36,932
2010 Stock Incentive Plan Stock Options (NQ) (15)	$ 33.98	02/28/2014		D	36,609	(15)	02/23/2021	Common Stock	36,609
2010 Stock	$ 34.7	02/28/2014		D	42,694	(16)	02/22/2022	Common Stock	42,694

Incentive Plan Stock Options (NQ) (16)									
2010 Stock Incentive Plan Stock Options (NQ) (17)	$ 30.8	02/28/2014		D	26,221	(17)	02/27/2023	Common Stock	26,221
2010 Stock Incentive Plan Stock Options (NQ) (18)	$ 79.33	02/28/2014		D	17,818	(18)	02/26/2024	Common Stock	17,818

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANOGUE CAROLINE B C/O ENDO HEALTH SOLUTIONS INC. 1400 ATWATER DRIVE MALVERN, PA 19355			Exec. V.P., CLO & Secy	

Signatures

/s/ Caroline B. Manogue	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 common share was cancelled and converted into the right to receive one New Endo ordinary share. The number here represents shares of Endo disposed of pursuant to the Merger.

(2) These restricted stock units granted on February 23, 2011 under the 2010 Stock Incentive Plan, of which 8,799 are vested as of February 28, 2014 with the unvested portion generally vesting 25% annually at each remaining grant date anniversary through February 23, 2015, 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 22, 2012 under the 2010 Stock Incentive Plan, of which 6,484 are vested as of February 28, 2014 with the unvested portion generally vesting 25% annually at each remaining grant date anniversary through February 22, 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.

(4) These restricted stock units granted on February 27, 2013 under the 2010 Stock Incentive Plan, of which 1,979 are vested as of February 28, 2014 with the unvested portion generally vesting 25% annually at each remaining grant date anniversary through February 27, 2017, 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.

(5) 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.

(6) These performance share units granted on February 22, 2012 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 December 31, 2014 upon the Company achieving certain financial targets over the period beginning on January 1, 2012 and ending on December 31, 2014. 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 200% 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 performance targets over the cumulative 3-year period set forth above.

(7) These performance share units granted on March 8, 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 March 1, 2016 upon the Company achieving certain shareholder return targets over the period beginning on January 1, 2013 and ending on December 31, 2015. 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.

(8) These performance share units granted on July 1, 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 July 1, 2016 upon the Company achieving certain financial targets over the period beginning on July 1, 2013 and ending on July 1, 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 performance targets over the cumulative 3-year period set forth above.

(9) 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.

(10) These non-qualified stock options granted on February 21, 2007 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.

(11) These non-qualified stock options granted on January 25, 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.

(12) These non-qualified stock options granted on February 21, 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.

(13) These non-qualified stock options granted on February 26, 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.

(14) These non-qualified stock options granted on February 19, 2010 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.

Explanation of Responses:

(15) These non-qualified stock options granted on February 23, 2011 under the 2010 Stock Incentive Plan, of which 27,457 are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each remaining grant date anniversary through February 23, 2015, 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.

(16) These non-qualified stock options granted on February 22, 2012 under the 2010 Stock Incentive Plan, of which 21,348 are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each remaining grant date anniversary through February 22, 2016, 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.

(17) These non-qualified stock options granted on February 27, 2013 under the 2010 Stock Incentive Plan, of which 6,556 are vested as of February 28, 2014 with the unvested portion generally vesting 25% per year on each remaining grant date anniversary through February 27, 2017, 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.

(18) 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.

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