MYLAN INC.
Form 4
March 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
DIMICK NEIL F

(Last) (First) (Middle)

1000 MYLAN BLVD

(Street)

CANONSBURG, PA 15317

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MYLAN INC. [MYL]

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (1)	03/20/2014		M		5,813	A	$ 20.52	37,949	D	
Common Stock (1)	03/20/2014		S		5,813	D	$ 53.08	32,136	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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Non-Employee Director Stock Option - Right to Buy (1)	$ 20.52	03/20/2014		M			5,813	05/14/2011	05/14/2020	Common Stock	5,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIMICK NEIL F 1000 MYLAN BLVD CANONSBURG, PA 15317	X			

Signatures

/s/ Neil F. Dimick	03/21/2014
**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) This option exercise and the related sale of the underlying common stock were executed pursuant to a 10b5-1 trading plan dated December 16, 2013.

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. IV style="BORDER-RIGHT: medium none; BORDER-TOP: medium none; BORDER-LEFT: medium none; BORDER-BOTTOM: medium none" align=left>

	Three Months Ended		Six Months Ended	
	2004	2003	2004	2003
Net income (loss) - as reported	$ 151,667	$ 412,424	$ (548,642)	$ 20,694
Net income (loss) - pro forma	$ 42,730	$ 393,228	$ (766,516)	$ (17,698)
Basic net income (loss) per share - as reported	$ 0.01	$ 0.04	$ (0.05)	$ 0.00

Diluted net income (loss) per share - as reported	$	0.00	$	0.04	$	(0.07)	$	0.00
Basic net income (loss) per share - pro forma	$	0.01	$	0.04	$	(0.05)	$	0.00
Diluted net income (loss) per share - pro forma	$	0.00	$	0.04	$	(0.07)	$	0.00

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For the three months ended December 31, 2004, the Company granted options totaling 17,000 shares at a weighted average exercise price of $2.76, which are valued at $35,392. For the six months ended December 31, 2004, the Company granted options totaling 67,000 shares at a weighted average exercise price of $2.65, which are valued at $130,323. The fair value of stock options used to compute pro forma net loss and net loss per share is the estimated present value at the grant date using the Black-Scholes option-pricing model.

6. Income Taxes

No income tax provision has been made in the consolidated statements of operations due to federal and state net operating loss carry forwards that will be utilized to offset taxable income earned. At December 31, 2004, the Company had federal net operating loss carry forwards of approximately $16,980,000 (which expire from 2008 through 2024) and state net operating loss carry forwards of approximately $11,476,000 (which expire from 2004 through 2019) available to offset future taxable income. The Company has recorded a valuation allowance to offset the related deferred income tax assets arising from these net loss carry forwards due to the uncertainty of realizing the benefits of these assets in future years.

7. Line of Credit Facility

At December 31, 2004, the Company had a $1,000,000 demand line of credit with a commercial bank, which matures on November 15, 2005, to meet its short-term borrowing needs. Borrowings against the line are payable on demand with interest payable monthly at the bank’s reference rate, plus 25% (5.25% as of December 31, 2004). As of December 31, 2004 and 2003, there were no borrowings against the line. Borrowings under the line of credit facility are collateralized by substantially all assets of the Company. The credit facility has no loan covenant restrictions.

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CRITICARE SYSTEMS, INC.
Management's Discussion and Analysis of
Results of Operations and Financial Condition
Six Months Ended December 31, 2004 and 2003

Results of Operations

Net sales of $12,706,362 for the six months ended December 31, 2004 were down 17.2% from $15,352,694 for the same period in fiscal 2004. A 33.7% decrease in the number of units shipped was partially offset by a 20.3% increase in the average sales price per unit and a 7.8% increase in accessory sales in the current year. The reduced sales were the result of a $1,242,255 decrease in sales to our largest OEM partner, a $633,940 decrease in domestic sales, a $355,957 decrease in government sales and a $540,117 decrease in international sales in the six month period. The OEM sales decrease was partially offset by $240,362 in sales to our new OEM partner for medical imaging applications. The decrease in domestic sales was due in part to lost sales following the cancellation of two oral surgery shows in Florida and one oral surgery show in Louisiana as a result of the hurricanes. The international sales decrease was the result of a $1,130,250 order shipped in December 2003, which boosted the international sales figures for that period in fiscal 2004, without a comparable sale in the six months ended December 31, 2004.

The gross profit percentage of 39.1% for the six months ended December 31, 2004 decreased from 40.8% for the same period in fiscal 2004. The reduced margins in the current period were mainly due to the decreased manufacturing overhead absorption in the first quarter, due to the decrease in the number of units shipped against relatively fixed overhead costs.

Operating expenses for the six months ended December 31, 2004 decreased $783,484 from the same period in fiscal 2004. The decrease of $499,383 in sales and marketing expenses was due mainly to an $240,329 decrease in the commissions earned by dealers and employees. In addition, there was a decrease of $234,869 in advertising, trade shows and sales promotion spending. The decrease of $49,378 in research, development and engineering expenses was mainly due to a $63,906 reduction in depreciation expense. Administrative expenses decreased by $234,723 mainly due to the cost containment efforts such as reducing consulting expenses by $88,996, reducing accounting fees by $77,872 and reducing investor expenses by $61,854.

Total other income for the six months ended December 31, 2004 decreased $66,631 from the same period in fiscal 2004. This reduction was mainly caused by interest expense of $17,027 primarily for a new capital lease (which began in April 2004) and $45,000 paid by the Company for the settlement with the U.S. government for import/export regulation issues.

The $1,286,189 reduction in gross profit and the decrease in other income of $66,631, partially offset by the reduction in operating expenses of $783,484, resulted in a net loss of $(548,642) for the six months ended December 31, 2004 as compared to net income of $20,694 for the same period in fiscal 2004.

CRITICARE SYSTEMS, INC.
Management's Discussion and Analysis of
Results of Operations and Financial Condition
Three Months Ended December 31, 2004 and 2003

Results of Operations

Net sales of $7,375,005 for the three months ended December 31, 2004 were down 17.9% from $8,980,277 for the same period in fiscal 2004. A 39.8% decrease in the number of units shipped was partially offset by a 35.4% increase in the average sales price per unit in the current year. The reduced sales were the result of a $756,585 decrease in sales to our largest OEM partner, a $355,957 decrease in government sales and a $624,323 decrease in international sales in the current period. The international sales decrease was the result of a $1,130,250 order, for 1,650 units, that was shipped in December 2003, which boosted the international sales figures for that period in fiscal 2004, without a comparable sale in the three months ended December 31, 2004.

The gross profit percentage of 42.1% for the three months ended December 31, 2004 increased from 41.0% for the same period in fiscal 2004. A $160,327 decrease in the charges for the obsolete inventory reserve, due to improved inventory controls and practices, increased the gross profit margin.

Operating expenses for the three months ended December 31, 2004 decreased $379,697 from the same period in fiscal 2004. The decrease of $306,422 in sales and marketing expenses was due mainly to a $95,595 decrease in the commissions earned by dealers and employees and a decrease of $161,187 in advertising, trade shows and sales promotion spending. Administrative expenses decreased by $83,370 mainly due to cost containment efforts such as reducing consulting expenses by $16,774, reducing accounting fees by $15,190 and reducing investor expenses by $59,720.

Total other income for the three months ended December 31, 2004 decreased $57,237 from the same period in fiscal 2004. This reduction was mainly caused by interest expense of $10,366 primarily for a new capital lease (which began in April 2004) and $45,000 paid by the Company for the settlement with the U.S. government for import/export regulation issues.

The $583,217 reduction in gross profit and the decrease in other income of $57,237, partially offset by the reduction in operating expenses of $379,697, resulted in net income of $151,667 for the three months ended December 31, 2004 as compared to net income of $412,424 for the same period in fiscal 2004.

CRITICARE SYSTEMS, INC.
Management's Discussion and Analysis of
Results of Operations and Financial Condition

Liquidity and Capital Resources

As of December 31, 2004, the Company had a cash balance of $3,773,491 which was $34,666 higher than its balance at June 30, 2004 of $3,738,825. The Company continues to maintain a long-term bank debt free balance sheet since August 30, 2002 when it sold its building and used the proceeds from the sale to retire the long-term bank debt on the facility.

The Company increased its cash position by $34,666 for the six months ended December 31, 2004 as $140,120 of cash provided by operations more than offset $90,583 of capital expenditures and $14,871 of cash used for financing activities. Cash provided by operations was $140,120 for the six months ended December 31, 2004 as a $1,538,053 decrease in receivables, prepaid expenses and inventory was nearly offset by a $1,318,441 increase in total liabilities.

The Company believes all capital and liquidity requirements for the remainder of fiscal 2005 will be satisfied by cash generated from operations and its current cash balances. The Company's $1,000,000 line of credit expires in November 2005. At December 31, 2004 there were no borrowings outstanding under this line of credit.

Forward Looking Statements

A number of the matters and subject areas discussed herein that are not historical or current facts deal with potential future circumstances and developments. These include anticipated product introductions, expected future financial results, liquidity needs, financing ability, management's or the Company's expectations and beliefs and similar matters discussed in Management's Discussion and Analysis or elsewhere herein. The discussions of such matters and subject areas are qualified by the inherent risk and uncertainties surrounding future expectations generally, and also may materially differ from the Company's actual future experience.

The Company's business, operations and financial performance are subject to certain risks and uncertainties which could result in material differences in actual results from management's or the Company's current expectations. These risks and uncertainties include, but are not limited to, general economic conditions, demand for the Company's products, costs of operations, the development of new products, the reliance on single sources of supply for certain components in the Company's products, government regulation, health care cost containment programs, the effectiveness of the Company's programs to manage working capital and reduce costs, competition in the Company's markets, compliance with product safety regulations and product liability and product recall risks, risks relating to international sales and compliance with U.S. export regulations, unanticipated difficulties in outsourcing the manufacturing of the majority of its products to foreign manufacturers and risks related to foreign manufacturing, including economic and political instability, trade and foreign tax laws, production delays and cost overruns and quality control.

Quantitative and Qualitative Disclosures about Market Risk

The Company has a demand line of credit facility with a commercial bank with interest payable monthly at 25 basis points above the bank's reference rate. The Company had no borrowings outstanding under this bank facility at December 31, 2004 and June 30, 2004. Due historically to the lack of need to borrow from this credit facility and due to the Company’s current cash position, the Company is not subject to financial risk on this obligation if interest rates in the market change significantly.

The Company’s net sales are primarily denominated in United States dollars, except for a small amount of net sales from the Company’s operation in India denominated in Indian rupees. As a result, part of the Company’s accounts receivable are denominated in rupees and translated into U.S. dollars for financial reporting purposes. A 10% change in the exchange rate of the U.S. dollar with respect to the Indian rupee would not have a material adverse effect on the Company’s financial condition or results of operations for the quarter ended December 31, 2004. The Company does not use any hedges or other derivative financial instruments to manage or reduce exchange rate risk.

Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer and the Company’s Vice President - Finance, of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based on this evaluation, the Company’s Chief Executive Officer and Vice President - Finance concluded that the Company’s disclosure controls and procedures were effective in timely alerting them to material information relating to the Company required to be included in the Company’s periodic filings with the Securities and Exchange Commission. It should be noted that in designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The Company has designed its disclosure controls and procedures to reach a level of reasonable assurance of achieving the desired control objectives and based upon the evaluation described above, the Company’s Chief Executive Officer and Vice President -Finance concluded that the Company’s disclosure controls and procedures were effective at reaching that level of reasonable assurance.

There was no change in the Company’s internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during the Company’s most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II - OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders of the Company was held on December 3, 2004. The matters voted upon, including the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, as to each such matter were as follows:

Proposal 1: Election of one director for a term ending at the 2007 annual meeting of stockholders.

	For	Withheld
Higgins D. Bailey	8,630,137	538,117

The Company's other directors consist of Jeffrey T. Barnes and N.C. Joseph Lai (whose terms end at the 2005 annual meeting of stockholders) and Emil H. Soika and Stephen K. Tannenbaum (whose terms end at the 2006 annual meeting of stockholders).

Proposal 2: Ratification of appointment of BDO Seidman, LLP as auditors of the Company.

For	Against	Abstain	Broker Non-Votes
9,082,404	70,800	15,050	0

Item 6. Exhibits.

3.1 Restated Certificate of Incorporation of the Company (incorporated by reference to the Registration Statement filed on Form S-1, Registration No. 33-13050).

3.2 By-Laws of the Company (incorporated by reference to the Registration Statement filed on Form S-1, Registration No. 33-13050).

4.1 Specimen Common Stock certificate (incorporated by reference to the Registration Statement filed on Form S-1, Registration No. 33-13050).

4.2 Rights Agreement (incorporated by reference to the Company’s Current Report on Form 8-K filed on April 18, 1997).

31.1 Certification of Emil H. Soika, President and Chief Executive Officer (Principal Executive Officer) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Joel D. Knudson, Vice President - Finance and Secretary (Principal Financial Officer) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32* Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350.

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* This Certification is not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CRITICARE SYSTEMS, INC.
(Registrant)

Date: February 11, 2005 BY /s/ Joel D. Knudson
Joel D. Knudson
Vice President - Finance
(Chief Accounting Officer and
Duly Authorized Officer)

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