

Actavis, Inc.
Form 4
October 02, 2013

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 *
Olafsson Sigurdur O

(Last) (First) (Middle)

MORRIS CORPORATE CENTER
III, 400 INTERPACE PARKWAY

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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6. Individual or Joint/Group Filing(Check Applicable Line)
 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 |
| Common Stock, par value \$0.0033 | 09/30/2013 | | M | | 150,000 | A | \$ 86.86 |
| Common Stock, par value \$0.0033 | 09/30/2013 | | A | | 44,149 | A | <u>(1)</u> <u>(2)</u> 278,792 |
| Common Stock, par value \$0.0033 | 09/30/2013 | | F | | 181,845 | D | \$ <u>(3)</u> 144 96,947 |

Common
 Stock, par
 value 10/01/2013 D 96,947 D (1) (4) 0 D
 \$0.0033

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 86.86 | 09/30/2013 | | M | 150,000 | <u>(5)</u> 03/06/2023 | Common Stock, par value \$0.0033 | 150,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Olafsson Sigurdur O
 MORRIS CORPORATE CENTER III
 400 INTERPACE PARKWAY
 PARSIPPANY, NJ 07054

Pres.-Global Generics

Signatures

/s/ David A. Buchen, Attorney-in-Fact for the Reporting Person

10/02/2013

__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 October 1, 2013, Actavis, Inc. ("Actavis"), Warner Chilcott Public Limited Company ("Warner Chilcott") and a newly formed holding company incorporated in Ireland named Actavis plc ("New Actavis") consummated a transaction (the "Acquisition") pursuant to which Actavis and Warner Chilcott each became wholly owned subsidiaries of New Actavis. The Acquisition was effected by means of

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an approved "scheme arrangement" under Irish law.

(2) Represents shares of Actavis earned pursuant to outstanding performance-based restricted stock units, based on shortened performance periods resulting from the Acquisition.

(3) Represents shares of Actavis withheld in payment of the exercise price and tax withholding obligations from the accelerated vesting of restricted shares, the issuance of shares pursuant to performance based restricted stock units, and the exercise of stock options.

(4) Represents shares of Actavis disposed of pursuant to the Acquisition in exchange for ordinary shares of New Actavis. At the effective time of the Acquisition, each Actavis common share and accelerated restricted share was converted into the right to receive one New Actavis ordinary share.

Represents options of Actavis disposed of pursuant to the Acquisition in exchange for ordinary shares of New Actavis. As of the date prior to the effective time of the Acquisition, each option became fully vested and was cancelled and as of the effective time of the Acquisition was converted into the right to receive from New Actavis a net number of New Actavis ordinary shares equal to the number of Actavis common shares subject to the option immediately prior to the effective time of the Acquisition, net of New Actavis ordinary shares withheld to pay the exercise price and any applicable tax withholdings.

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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