

Beam Suntory Inc.  
Form 4  
May 02, 2014

**FORM 4**

**UNITED 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mackenzie Mindy

(Last) (First) (Middle)

BEAM INC., 510 LAKE COOK  
ROAD

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Beam Suntory Inc. [NYSE: BEAM]

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

04/30/2014

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 \_\_\_\_ Other (specify  
below) below)

SVP&Chief Performance 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 (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)
Common Stock, par value \$3.125	04/30/2014		D	3,108 (1)	\$ 83.5	0	D

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

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information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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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
Employee Stock Option (Right to Buy)	\$ 36.25	04/30/2014		D		10,040		<u>(2)</u>	02/22/2017	Common Stock	10,040
Employee Stock Option (Right to Buy)	\$ 51.08	04/30/2014		D		24,095		<u>(2)</u>	02/22/2021	Common Stock	24,095
Employee Stock Option (Right to Buy)	\$ 44.75	04/30/2014		D		34,900		<u>(2)</u>	10/04/2021	Common Stock	34,900
Employee Stock Option (Right to Buy)	\$ 55.43	04/30/2014		D		11,858		<u>(2)</u>	02/21/2022	Common Stock	11,858
Employee Stock Option (Right to Buy)	\$ 61.42	04/30/2014		D		12,405		<u>(2)</u>	02/21/2023	Common Stock	12,405
Restricted Stock Units	\$ 0	04/30/2014		D		3,175		<u>(3)</u>	<u>(4)</u>	Common Stock	3,175
Restricted Stock Units	\$ 0	04/30/2014		D		3,247		<u>(3)</u>	<u>(4)</u>	Common Stock	3,247
Restricted Stock Units	\$ 0	04/30/2014		D		6,146		<u>(3)</u>	<u>(4)</u>	Common Stock	6,146

Restricted Stock Units	\$ 0	04/30/2014	D	295	<u>(3)</u>	<u>(4)</u>	Common Stock	295
Restricted Stock Units	\$ 0	04/30/2014	D	4,752	<u>(5)</u>	<u>(4)</u>	Common Stock	4,752

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mackenzie Mindy BEAM INC., 510 LAKE COOK ROAD DEERFIELD, IL 60015			SVP&Chief Performance Officer	

## Signatures

Leslie W. Jensen, Attorney-in-Fact for Mindy  
Mackenzie

05/02/2014

\_\_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) Represents shares of common stock that were cancelled and converted into the right to receive \$83.50 per share pursuant to the merger agreement among the issuer, Suntory Holdings Limited and SUS Merger Sub Limited (the "Merger Agreement").
- (2) This option was cancelled and converted pursuant to the Merger Agreement into the right to receive a cash payment equal to \$83.50 per share minus the exercise price, multiplied by the number of options.
- (3) These RSUs were cancelled and converted pursuant to the Merger Agreement into the right to receive a cash payment equal to \$83.50 per share.
- (4) N/A
- (5) Pursuant to the transactions contemplated by the Merger Agreement, 4,752 RSUs are being cancelled for no consideration.

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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