

Edgar Filing: Tomassetti Berard - Form 4

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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance share unit	\$ 0	12/07/2017		A	8,906	(2) (2)	Common Stock, par value \$0.01 per share 8,906
Performance share unit	\$ 0	12/07/2017		D	8,906	(2) (2)	Common Stock, par value \$0.01 per share 8,906
Employee Stock Option	\$ 10.84	12/07/2017		D	2,964	(3) 03/25/2018	Common Stock, par value \$0.01 per share 2,964

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tomassetti Berard 1901 CAMPUS PLACE LOUISVILLE, KY 40299			SVP and CAO	

Signatures

Berard
Tomassetti
12/08/2017

**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) Pursuant to the terms of the Agreement and Plan of Merger, dated as of August 1, 2017 (the "Merger Agreement"), by and among PharMerica Corporation (the "Company"), Phoenix Parent Holdings Inc., a Delaware corporation ("Parent"), and Phoenix Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Parent, at the effective time ("Effective Time") of the merger, Merger Sub will merge with and into the Company, with the Company as the surviving entity and a wholly owned subsidiary of Parent.

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Pursuant to the terms of the Merger Agreement, as of the Effective Time (i) a portion of the Company's common stock, par value \$0.01 per share ("Company Common Stock") owned by the reporting person was converted into shares of Parent common stock, par value \$0.01 per share; (ii) the remaining shares of Company Common Stock owned by the reporting person were converted into the right to

- (2) receive \$29.25 in cash without interest (the "Merger Consideration"); and (iii) each outstanding restricted stock unit granted by the Company was converted automatically into a right to receive an amount in cash without interest equal to the product of (x) the number of shares of Company Common Stock subject to such unit, such number of shares based on target performance in the case of performance stock units, multiplied by (y) the Merger Consideration.
- (3) The options vested in the following amounts on the following dates: 2,963 options on 03/25/2012, 2,963 options on 03/25/2013, 2,964 options on 03/25/2014 and 2,964 options on 03/25/2015.

- Pursuant to the Merger Agreement, at the Effective Time, each outstanding employee option, whether vested or unvested ("Company Stock Option") became fully vested and was converted automatically into the right to receive an amount in cash without interest equal to the product of (x) the number of shares of Company Common Stock subject to such option, multiplied by (y) the excess, if any, of the Merger Consideration over the exercise price per share of such Company Stock Option.
- (4)

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.