Edgar Filing: HANDLER RICHARD B - Form 4

HANDLER Form 4	R RICHARD B									
December 2	29, 2017									
FORM	M 4							OMB AP	PROVAL	
Washington, D.C. 20549							MMISSION	OMB Number:	3235-0287	
Check t if no los subject Section Form 4 Form 5	to SIATEN 16. or		F CHANGES IN BENEFICIAL OWNER SECURITIES					Expires: Estimated a burden hour response	irs per	
obligati may co <i>See</i> Inst 1(b).	ntinue. Fried put	rsuant to Section (a) of the Public U 30(h) of the I	Utility Hold	ing Compa	any A	ct of 19				
(Print or Type	e Responses)									
HANDLER RICHARD B Sym LEU			8				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (CADIA NATION ATION, 520 MAE	(Month/ AL 12/27/	of Earliest Tra ′Day/Year) 2017	nsaction		bel	Director Officer (give ti low)		Owner r (specify	
	(Street)	d(Month/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOF	RK, NY 10022						_ Form filed by Mo rson	ore than One Rep	porting	
(City)	(State)	(Zip) Ta	ble I - Non-De	erivative Sec	uritie	s Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)		ansaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acc or Disposed of (I (Instr. 3, 4 and 5) (A) or))	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	12/27/2017		Code V $A^{(1)}$	Amount 34,803 (1)	(D) A	Price \$ 26.43	13,847,263	D <u>(6)</u>		
Common Stock	01/01/2018		A <u>(2)(3)</u>	604,001 (<u>3)</u>	А	\$ 26.49	14,451,264	D <u>(6)</u>		
Common Stock	01/01/2018		A <u>(2)(4)</u>	604,001 (4)	А	\$ 26.49	15,055,265	D <u>(6)</u>		
Common Stock	01/01/2018		A <u>(2)(5)</u>	604,001 (5)	А	\$ 26.49	15,659,266	D <u>(6)</u>		

Edgar Filing: HANDLER RICHARD B - Form 4

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ving	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or T		
						Exercisable	Date	Title Number			
									of		
				Code V	(A) (D)			2	Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HANDLER RICHARD B						
C/O LEUCADIA NATIONAL CORPORATION		CEO				
520 MADISON AVENUE						
NEW YORK, NY 10022						
Signatures						

/s/ Roland T. Kelly, by power of 12/29/2017 attorney

**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).
- Acquisition of restricted stock units as a result of dividend reinvestment in a transaction exempt under Rule 16b-3(d) under the Securities (1)Exchange Act of 1934.
- Grants of Long-Term Performance-Linked Restricted Stock Units under the Leucadia National Corporation 2003 Incentive Compensation (2)Plan, as amended, exempt pursuant to Rule 16b-3(d) under the Securities Exchange Act of 1934.
- Compensation year 2018 grant of Long-Term Performance-Linked Restricted Stock Units (RSUs). 100% of the grant is subject to
- (3) forfeiture based upon Leucadia's future performance as measured by compounded long-term Total Shareholder Return for fiscal years 2018, 2019 and 2020. No RSUs vest until after fiscal 2020.

Edgar Filing: HANDLER RICHARD B - Form 4

Compensation year 2019 grant of Long-Term Performance-Linked Restricted Stock Units (RSUs). 100% of the grant is subject to
(4) forfeiture based upon Leucadia's future performance as measured by compounded long-term Total Shareholder Return for fiscal years 2019, 2020 and 2021. No RSUs vest until after fiscal 2021.

Compensation year 2020 grant of Long-Term Performance-Linked Restricted Stock Units (RSUs). 100% of the grant is subject to
(5) forfeiture based upon Leucadia's future performance as measured by compounded long-term Total Shareholder Return for fiscal years 2020, 2021 and 2022. No RSUs vest until after fiscal 2022.

(6) Includes 101,765 shares indirectly held by the Reporting Person by the Trustee under the Profit Sharing Plan for the benefit of the Reporting Person; and includes 449,337 shares indirectly held through family trusts by the Reporting Person.

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.