

Hale David Robert
Form 4
May 03, 2019

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 *
Hale David Robert

2. Issuer Name and Ticker or Trading Symbol
Bausch Health Companies Inc.
[BHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

1 LETTERMAN
DRIVE, BUILDING D, 4TH
FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94129

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, no par value | 05/01/2019 | | F | 3,996 (1) | D \$ 23.63 | 9,885 | D (2) (3) |
| Common Stock, no par value | 05/03/2019 | | A | 10,633 (4) | A \$ 23.51 | 20,518 | D (2) (3) |
| Common Stock, no par value | | | | | | 16,973,356 | I See Footnotes (3) (5) |

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| | | | |
|----------------------------------|-----------|---|---|
| Common Stock, no par value | 1,059,793 | I | See Footnotes <u>(3)</u> <u>(6)</u> |
|----------------------------------|-----------|---|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Hale David Robert 1 LETTERMAN DRIVE BUILDING D, 4TH FLOOR SAN FRANCISCO, CA 94129 | X | | | See Remarks |
| ValueAct Holdings, L.P. ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR SAN FRANCISCO, CA 94129 | X | | | See Remarks |
| ValueAct Capital Master Fund, L.P. ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR SAN FRANCISCO, CA 94129 | X | | | See Remarks |
| ValueAct Co-Invest Master Fund, L.P. ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR | X | | | See Remarks |

SAN FRANCISCO, CA 94129

VA Partners I, LLC

ONE LETTERMAN DRIVE

BUILDING D, 4TH FLOOR

SAN FRANCISCO, CA 94129

X

See Remarks

ValueAct Capital Management, L.P.

ONE LETTERMAN DRIVE

BUILDING D, 4TH FLOOR

SAN FRANCISCO, CA 94129

X

See Remarks

ValueAct Capital Management, LLC

ONE LETTERMAN DRIVE

BUILDING D, 4TH FLOOR

SAN FRANCISCO, CA 94129

X

See Remarks

ValueAct Holdings II, L.P.

ONE LETTERMAN DRIVE

BUILDING D, FOURTH FLOOR

SAN FRANCISCO, CA 94129

X

See Remarks

ValueAct Holdings GP, LLC

ONE LETTERMAN DRIVE

BUILDING D, 4TH FLOOR

SAN FRANCISCO, CA 94129

X

See Remarks

Signatures

/s/ D. Robert Hale

05/03/2019

__Signature of Reporting Person

Date

VALUEACT HOLDINGS, L.P. By: VALUEACT HOLDINGS GP, LLC, its General Partner, By:/s/ Bradley E. Singer, Chief Operating Officer

05/03/2019

__Signature of Reporting Person

Date

VALUEACT CAPITAL MASTER FUND, L.P. By: VA PARTNERS I, LLC, its General Partner, By:/s/ Bradley E. Singer, Chief Operating Officer

05/03/2019

__Signature of Reporting Person

Date

VALUEACT CO-INVEST MASTER FUND, L.P., By: VA PARTNERS I, LLC, its General Partner, By:/s/ Bradley E. Singer, Chief Operating Officer

05/03/2019

__Signature of Reporting Person

Date

VA PARTNERS I, LLC, By:/s/ Bradley E. Singer, Chief Operating Officer

05/03/2019

__Signature of Reporting Person

Date

VALUEACT CAPITAL MANAGEMENT, L.P. By: VALUEACT CAPITAL MANAGEMENT, LLC, its General Partner, By:/s/ Bradley E. Singer, Chief Operating Officer

05/03/2019

__Signature of Reporting Person

Date

VALUEACT CAPITAL MANAGEMENT, LLC, By:/s/ Bradley E. Singer, Chief Operating Officer

05/03/2019

__Signature of Reporting Person

Date

| | |
|--|------------|
| VALUEACT HOLDINGS II, L.P., By: VALUEACT HOLDINGS GP, LLC, its General Partner, By: /s/ Bradley E. Singer, Chief Operating Officer | 05/03/2019 |
| __Signature of Reporting Person | Date |
| VALUEACT HOLDINGS GP, LLC, By:/s/ Bradley E. Singer, Chief Operating Officer | 05/03/2019 |
| __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 number represents common shares withheld to satisfy the tax withholding obligations due upon vesting of Restricted Share Units.
All board compensation accrues to the benefit of the investors in ValueAct Capital Master Fund, L.P., and not to any individual. Under an agreement with ValueAct Capital, D. Robert Hale is deemed to hold the restricted share units for the benefit of the limited partners of ValueAct Capital Master Fund, L.P. and indirectly for (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.
 - (3) Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
Represents the award of restricted share units ("RSUs") granted to non-employee directors of Bausch Health Companies Inc. ("Bausch Health") on the third business day following their election at the Annual Meeting of Shareholders of Bausch Health(the "Annual Meeting"). The RSUs have a grant date value equal to \$250,000, vest immediately prior to Bausch Health's next Annual Meeting, and are settled in common shares, no par value, of Bausch Health.
 - (5) The securities reported herein are held by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the majority owner of the membership interests of VA Partners I, LLC, (v) ValueAct Holdings II, L.P. as the sole owner of the membership interests of ValueAct Capital Management, LLC and as the majority owner of the limited partnership interests of ValueAct Capital Management, L.P., and (vi) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. and ValueAct Holdings II, L.P.
 - (6) The securities reported herein are directly beneficially owned by ValueAct Co-Invest Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Co-Invest Master Fund, L.P. , (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Co-Invest Master Fund, L.P. , (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the majority owner of the membership interests of VA Partners I, LLC, (v) ValueAct Holdings II, L.P. as the sole owner of the membership interests of ValueAct Capital Management, LLC and as the majority owner of the limited partnership interests of ValueAct Capital Management, L.P., and (vi) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. and ValueAct Holdings II, L.P.

Remarks:

-The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934.

- D. Robert Hale, a Partner at ValueAct Holdings GP, LLC, serves on the board of directors of the Issuer. As a result, the other

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.