PHIBRO ANIMAL HEALTH CORP
Form 4
April 16, 2014

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

| OMB APPROVAL | |
|---|---|
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Welch Daniel A

(Last) (First) (Middle)

300 FRANK W. BURR BLVD., STE 21

(Street)

TEANECK, NJ 07666-6712

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PHIBRO ANIMAL HEALTH CORP [PAHC]

3. Date of Earliest Transaction (Month/Day/Year)
04/14/2014

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 below) _____ Other (specify below)
Sr VP, Human Resources

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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amou Underlying Securi |
|---|---|---|---|---|---|---|---|

| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of S |
| Option to purchase Common Stock (1) | $ 5.23 | 04/14/2014 | | J(2) | | | 50,000 | 03/01/2012 | 02/28/2019 | Common Stock | 50, |
| Option to purchase Common Stock (1) | $ 5.23 | 04/14/2014 | | J(2) | | | 25,000 | 03/01/2013 | 02/28/2019 | Common Stock | 25, |
| Option to purchase Common Stock (1) | $ 5.23 | 04/14/2014 | | J(2) | | | 25,000 | 03/01/2014 | 02/28/2019 | Common Stock | 25, |
| Option to purchase Class A Common Stock (1) | $ 11.83 | 04/14/2014 | | J(2) | | 22,100 | | 03/01/2012 | 02/28/2019 | Class A Common Stock | 22, |
| Option to purchase Class A Common Stock (1) | $ 11.83 | 04/14/2014 | | J(2) | | 11,050 | | 03/01/2013 | 02/28/2019 | Class A Common Stock | 11, |
| Option to purchase Class A Common Stock (1) | $ 11.83 | 04/14/2014 | | J(2) | | 11,050 | | 03/01/2014 | 02/28/2019 | Class A Common Stock | 11, |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Welch Daniel A<br>300 FRANK W. BURR BLVD., STE 21<br>TEANECK, NJ 07666-6712 | | | Sr VP, Human Resources | |

# Signatures

| | |
|---|---|
| /s/ Thomas G. Dagger as Attorney-in-Fact for Daniel A. Welch | 04/16/2014 |
| **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)** The reporting person has not consummated any transaction in the derivative security reported on this line. The information on this line is included for informational purposes because the reclassification affects the securities underlying the derivative security reported on this line.

**(2)** Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer filed with the Secretary of State of Delaware on April 14, 2014, each share of Common Stock was reclassified as and converted into 0.442 shares of a single class of Class A Common Stock, resulting in an exempt disposition to the Issuer pursuant to Rule 16b-3(e) and Rule 16b-7(a)(2), and a corresponding exempt acquisition from the Issuer pursuant to Rule 16b-3(d) and Rule 16b-7(a)(1), in each case, as promulgated under the Securities Exchange Act of 1934.

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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