

FRATES JAMES M
Form 4
December 11, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRATES JAMES M

(Last) (First) (Middle)
CONNAUGHT HOUSE, 1
BURLINGTON ROAD
(Street)

DUBLIN 4 Ireland

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Alkermes plc. [ALKS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Alks Inc; CFO ALKS

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Ordinary Shares	12/07/2018		A	5,500	A \$ 0 ⁽¹⁾	42,734	D
Ordinary Shares	12/07/2018		F	2,445	D \$ 34.01	40,289	D
Ordinary Shares						4,000	I By Sons
Ordinary Shares						17,204	I By 2014 GRAT ⁽²⁾
Ordinary Shares						80,000	I By 2018 GRAT No. 1 ⁽³⁾

Ordinary
Shares

45,000 I

By 2018
GRAT
No. 2 ⁽⁴⁾

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 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 Following Transaction (Instr. 3 and 4)
				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
FRATES JAMES M CONNAUGHT HOUSE 1 BURLINGTON ROAD DUBLIN 4 Ireland			SVP, Alks Inc; CFO ALKS	

Signatures

/s/ Jennifer Baptiste, attorney-in-fact for James M. Frates

12/11/2018

**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).

These shares were acquired by the reporting person as a result of the partial vesting of performance-vesting restricted stock units granted (1) to the reporting person on February 17, 2017. The vesting of this portion of the performance-vesting restricted stock units was triggered by ALKS 3831 achieving the pre-specified primary efficacy endpoints in each of two phase 3 studies.

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- Shares held by James M. Frates Grantor Retained Annuity Trust dated March 14, 2014 (the "2014 GRAT"). The Reporting Person is a trustee and beneficiary of the 2014 GRAT and may be deemed to hold voting and dispositive power with regard to the reported shares held by the 2014 GRAT.
- (2) Shares held by the James M. Frates 2018 Grantor Retained Annuity Trust No. 1 dated February 22, 2018 (the "2018 GRAT No. 1"). The Reporting Person is a trustee and beneficiary of the 2018 GRAT No. 1 and may be deemed to hold voting and dispositive power with regard to the reported shares held by the 2018 GRAT No. 1.
- (3) Shares held by the 2018 GRAT No. 2. The Reporting Person is a trustee and beneficiary of the 2018 GRAT No. 2 and may be deemed to hold voting and dispositive power with regard to the reported shares held by the 2018 GRAT No. 2.
- (4)

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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