

ENDO HEALTH SOLUTIONS INC.

Form 4

February 28, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Farhat Camille

2. Issuer Name **and** Ticker or Trading
Symbol

ENDO HEALTH SOLUTIONS INC.
[ENDP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

02/26/2014

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

President, AMS, Inc.

C/O AMERICAN MEDICAL
SYSTEMS, 10700 BREN ROAD
WEST

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MINNETONKA, MN 55343

(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)
2010 Stock Incentive Plan Performance Shares ⁽¹⁾	02/26/2014		A	10,832 ⁽²⁾	A ⁽³⁾	18,128 ⁽⁴⁾	D
2010 Stock Incentive Plan Restricted Share Units	02/26/2014		A	5,416	A ⁽³⁾	21,394	D

(RSU) ⁽⁵⁾Common
Stock, par
value, \$.01
per share02/27/2014⁽⁶⁾

F

239 ⁽⁷⁾

D

\$

79.82

4,031

D

⁽⁸⁾

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

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(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. Amount or Number of Shares
2010 Stock Incentive Plan Stock Options (NQ) ⁽⁹⁾	\$ 79.33	02/26/2014		A	20,182	⁽¹⁰⁾ 02/26/2024	Common Stock	20,182

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Farhat Camille
C/O AMERICAN MEDICAL SYSTEMS
10700 BREN ROAD WEST
MINNETONKA, MN 55343

President, AMS, Inc.

Signatures

/s/ Caroline B. Manogue, by power of
attorney

02/28/2014

**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 performance shares vest upon the Company achieving certain shareholder return targets over a cumulative 3-year period.
- Represents target quantity of shares issuable. The exact number of shares issuable will be determined on achievement of certain
- (2) shareholder return targets over a cumulative 3-year period, as determined by the Board of Directors of Endo Health Solutions Inc. The executive can earn between 0% and 300% of the target shares.
- (3) These securities were granted to Mr. Farhat in consideration of his services as the President of American Medical Systems, a subsidiary of Endo Health Solutions Inc.
- Represents the cumulative target quantity of shares issuable with respect to all 2010 Stock Incentive Plan performance shares
- (4) outstanding. The cumulative total is the combination of the target payouts for the current grant and all past grants made under the 2010 Stock Incentive Plan and still outstanding, which are subject to a range of payouts depending on the achievement of certain performance metrics as described herein for the current grants and as previously disclosed for all other performance share grants.
- Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of Endo Health Solutions Inc.
- (5) common stock. These restricted stock units (RSUs) are generally exercisable 25% per year on each of February 26, 2015, February 26, 2016, February 26, 2017 and February 26, 2018. Upon vesting, we consider the underlying RSUs
- (6) Twenty-five percent (25%) of Mr. Farhat's February 27, 2013 grant of restricted stock units (RSUs) vested on February 27, 2014. Upon vesting, certain shares are delivered by the issuer to satisfy tax obligations on shares acquired.
- (7) These shares represent stock withheld by the issuer to satisfy tax obligations on shares acquired upon vesting of restricted stock units.
- (8) \$79.82 represents the vesting price, which is the average of the high and low share price on February 27, 2014
- (9) Representing the right to buy shares of common stock, par value \$0.01 per share, of Endo Health Solutions Inc.
- (10) These stock options are generally exercisable 25% per year on each of February 26, 2015, February 26, 2016, February 26, 2017, and February 26, 2018.

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.