

Platform Specialty Products Corp
 Form 4
 March 20, 2015

FORM 4

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

OMB APPROVAL

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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 *
 FRANKLIN MARTIN E

2. Issuer Name and Ticker or Trading Symbol
 Platform Specialty Products Corp [PAH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/20/2015

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

C/O PLATFORM SPECIALTY PRODUCTS CORP., 1450 CENTREPARK BLVD, SUITE 210

(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

WEST PALM BEACH, FL 33401

(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)
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Common Stock, par value \$0.01 per share

03/20/2015

G V 2,000 D \$ 0 0 ⁽¹⁾ D

Common Stock, par value \$0.01 per share

663,349 ⁽¹⁾ ₍₂₎ I

By Martin E. Franklin Revocable Trust ⁽²⁾

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Common Stock, par value \$0.01 per share	10,449,987 <u>(1)</u>	I	By Mariposa Acquisition, LLC
Common Stock, par value \$0.01 per share	243,110 <u>(1)</u>	I	By RSMA, LLC

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 or Deriv. Secur. (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock, par value \$0.01 per share	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>			Common Stock	1,060,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRANKLIN MARTIN E
C/O PLATFORM SPECIALTY PRODUCTS CORP.,
1450 CENTREPARK BLVD, SUITE 210
WEST PALM BEACH, FL 33401

X

Signatures

/s/ Martin E.
Franklin

03/20/2015

**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) On March 20, 2015, Mariposa Acquisition, LLC distributed an aggregate of 1,073,809 shares of the Issuer's common stock pro rata to its members, which included Mr. Franklin and RSMA, LLC. Mr. Franklin is the manager of Mariposa Acquisition, LLC and the managing member of RSMA, LLC and may be considered to have beneficial ownership of their respective interests in the Issuer. Mr. Franklin disclaims beneficial ownership of any shares in which he does not have a pecuniary interest. Mr. Franklin indirectly owns 61.32% of Mariposa Acquisition, LLC representing 6,407,932 shares of the Issuer's common stock and 649,992 shares of the Issuer's Series A Preferred Stock.
- (2) Immediately following the transaction described in this report and the distribution described in footnote 1 above, Mr. Franklin transferred 663,349 shares of the Issuer's common stock to the Martin E. Franklin Revocable Trust, of which Mr. Franklin is the settlor and trustee.
- (3) Each share of Series A Preferred Stock is convertible at any time at the election of the holder, on a one-for-one basis, into shares of the Issuer's common stock for no additional consideration. The Series A Preferred Stock shall automatically convert into the Issuer's common stock upon the earlier to occur of (i) a change of control of the Issuer or (ii) December 31, 2020 (unless extended in accordance with the terms of the Series A Preferred Stock).

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.