Forest Laboratories, LLC
Form 4
July 03, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person * LIEBERMAN GERALD M	2. Issuer Name **and** Ticker or Trading Symbol Forest Laboratories, LLC [FRX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2014	__X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
C/O FOREST LABORATORIES, INC., 909 THIRD AVENUE		
(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
NEW YORK, NY 10022		
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2014		D		1,527	D	(1)	0	D	
Restricted Stock	07/01/2014		D		2,406	D	(2)	0	D	

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

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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 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 33.43	07/01/2014		D			20,000	(3)	08/22/2021	Common Stock	20,000	
Stock Option (Right to Buy)	$ 34.54	07/01/2014		D			7,815	(5)	08/22/2022	Common Stock	7,815	
Stock Option (Right to Buy)	$ 42.61	07/01/2014		D			5,909	(6)	08/14/2023	Common Stock	5,909	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIEBERMAN GERALD M C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022	X			

Signatures

/s/ Rita Weinberger as attorney-in-fact for Gerald M. Lieberman	07/02/2014
**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) Each share of common stock was disposed of pursuant to the Merger Agreement, dated as of February 17, 2014 (the "Merger Agreement"), by and among the issuer and Actavis plc ("Actavis"), Tango US Holdings Inc., Tango Merger Sub 1 LLC, and Tango Merger Sub 2 LLC in exchange for either (A) $26.04 in cash plus 0.3306 Actavis ordinary shares having a market value of $224 per share on the effective date of the merger or (B) $25.67 in cash plus 0.332623 Actavis ordinary shares having a market value of $224 per share

on the effective date of the merger, depending on the consideration election made by the reporting person and the consideration election proration procedures set forth in the Merger Agreement.

(2) Pursuant to the terms of the Merger Agreement, each restricted share of common stock converted as of the effective time of the transaction into the right to receive $103.43 in cash.

(3) The options include 15,000 that are currently exercisable and 5,000 that vest on August 23, 2014.

(4) Pursuant to the terms of the Merger Agreement, (a) each vested option to purchase issuer common stock was assumed by Actavis pursuant to the Merger Agreement and replaced with an option to purchase a number of whole Actavis ordinary shares equal to the product of (i) the number of shares of issuer common stock subject to such vested option multiplied by (ii) 0.4723, at an exercise price per share equal to the quotient obtained by dividing (x) the exercise price per share of such vested option by (y) 0.4723; and (b) each unvested option to purchase common stock converted as of the effective time of the transaction into the right to receive an amount in cash equal to the product of the excess, if any, of $103.43 over the exercise price per share of such unvested option multiplied by the number of shares of issuer common stock subject to such option.

(5) The options are currently exercisable.

(6) The options are currently exercisable.

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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