

Malik Rajiv
Form 4
March 05, 2019

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 *
Malik Rajiv

(Last) (First) (Middle)

BUILDING 4, TRIDENT PLACE,
MOSQUITO WAY

(Street)

HATFIELD,
HERTFORDSHIRE, X0 AL10 9UL

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Mylan N.V. [MYL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

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)

President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Ordinary Shares	03/01/2019		D		324,061 ⁽¹⁾	D	\$ 0	254,812	D
Ordinary Shares	03/02/2019		M		14,645	A	\$ 0	269,457	D
Ordinary Shares	03/02/2019		F		6,464 ⁽²⁾	D	\$ 27.45	262,993	D
Ordinary Shares	03/03/2019		M		12,395	A	\$ 0	275,388	D
Ordinary Shares	03/03/2019		F		5,471 ⁽³⁾	D	\$ 27.45	269,917	D

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Ordinary Shares	127,008	I	By Grantor Retained Annuity Trust
Ordinary Shares	100,000	I	By Grantor Retained Annuity Trust

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option - Right to Buy	\$ 27.45	03/01/2019		A		60,053		<u>(4)</u>	03/01/2029	Ordinary Shares	60,053
Restricted Stock Units	\$ 0	03/01/2019		A		100,547		<u>(5)</u>	<u>(5)</u>	Ordinary Shares	100,547
Restricted Stock Units	\$ 0	03/02/2019		M		14,645		<u>(6)</u>	<u>(6)</u>	Ordinary Shares	14,645
Restricted Stock Units	\$ 0	03/03/2019		M		12,395		<u>(7)</u>	<u>(7)</u>	Ordinary Shares	12,395

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Malik Rajiv

BUILDING 4, TRIDENT PLACE, MOSQUITO WAY X
HATFIELD, HERTFORDSHIRE, X0 AL10 9UL

President

Signatures

/s/ Kevin Macikowski, by power of
attorney

03/05/2019

__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) Represents forfeiture of unvested restricted ordinary shares received under the One-Time Special Performance-Based Five-Year Realizable Value Incentive Program as a result of the applicable performance conditions not having been met.
- (2) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of a portion of the restricted stock units (RSUs) granted on March 2, 2018.
- (3) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of a portion of the RSUs granted on March 3, 2017.
- (4) 20,018 of the options will vest on March 2, 2020, 20,017 will vest on March 2, 2021, and 20,018 will vest on March 2, 2022. The options expire on March 1, 2029.
- (5) Each RSU represents the right to receive one ordinary share of Mylan N.V. 33,516 of the RSUs will vest on March 2, 2020, 33,515 will vest on March 2, 2021, and 33,516 will vest on March 2, 2022.
- (6) Each RSU represents the right to receive one ordinary share of Mylan N.V. 14,645 of the RSUs granted on March 2, 2018 vested on March 2, 2019, and 14,645 will vest on each of March 2, 2020 and March 2, 2021.
- (7) Each RSU represents the right to receive one ordinary share of Mylan N.V. 12,395 of the RSUs granted on March 3, 2017 vested on each of March 3, 2018 and March 3, 2019, and 12,395 will vest on March 3, 2020.

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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