Johnson Richard G Form 4

# September 07, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Departing D

1. Name and Address of Reporting Person * Johnson Richard G			2. Issuer Name <b>and</b> Ticker or Trading Symbol PHIBRO ANIMAL HEALTH CORP [PAHC]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					Director 10% Owner X Officer (give title Other (specify			
				Month/Day/Year) 9/05/2017				below) below) Chief Financial Officer			
	(Street) 4. If Ame Filed(Mon				ate Original	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
TEANECK					Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative :	Secur	ities Acqı	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				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)	
Class A				Code V	Amount	(D)	Price	(Ilisti. 3 alid 4)			
Common Stock	09/05/2017			M <u>(1)</u>	4,240	A	\$ 11.83	4,240	D		
Class A Common Stock	09/05/2017			S <u>(1)</u>	4,240	D	\$ 35.56 (2)	0	D		
Class A Common Stock	09/05/2017			M(1)	764	A	\$ 11.83	764	D		
Class A	09/05/2017			S(1)	764	D	\$	0	D		

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Common Stock					36.54 (3)		
Class A Common Stock	09/06/2017	M(1)	5,664	A	\$ 11.83	5,664	D
Class A Common Stock	09/06/2017	S <u>(1)</u>	5,664	D	\$ 35.05 (4)	0	D
Class A Common Stock	09/07/2017	M(1)	15,941	A	\$ 11.83	15,941	D
Class A Common Stock	09/07/2017	S <u>(1)</u>	15,941	D	\$ 35.77 (5)	0	D
Class A Common Stock	09/07/2017	M(1)	3,198	A	\$ 11.83	3,198	D
Class A Common Stock	09/07/2017	S <u>(1)</u>	3,198	D	\$ 36.08 (6)	0	D

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. Transactio Code (Instr. 8)	ransactionDerivative ode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 11.83	09/05/2017		M <u>(1)</u>		5,004	03/01/2012	02/28/2019	Class A Common Stock	5,004
Option to purchase	\$ 11.83	09/06/2017		M(1)		5,664	03/01/2012	02/28/2019	Class A Common	5,664

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Common Stock

Stock

Option to

purchase

### 11 02 ### 10 120 ##

Common \$11.83 09/07/2017  $M_{\underline{}}^{(1)}$  19,139 03/01/2012 02/28/2019 Common 19,139

Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Johnson Richard G

300 FRANK W. BURR BLVD.

STE 21

Chief Financial Officer

# **Signatures**

TEANECK, NJ 07666

/s/ Thomas G. Dagger, as Attorney-in-Fact for Richard G.

Johnson

09/07/2017

\*\*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 sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 15, 2017.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.20 to \$36.15, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.45 to \$36.65, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.25, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.95, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.00 to \$36.15, inclusive.

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.

Reporting Owners 3