

Mylan N.V.
Form 4
February 27, 2015

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHEEHAN JOHN D

(Last) (First) (Middle)

ALBANY GATE, DARKES LANE

(Street)

**POTTERS BAR,
HERTFORDSHIRE, X0 EN6 1AG**

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2015

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)

EVP and CFO

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(A) Code (Instr. 8)	4. Securities Acquired 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 ⁽¹⁾ ₍₂₎	02/27/2015		A		138,318	A <u>(3)</u>	138,318
						D	

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
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - Right to Buy ⁽⁴⁾	\$ 22.66	02/27/2015		A		13,239		⁽⁵⁾	03/02/2021	Ordinary Shares	13,239
Employee Stock Option - Right to Buy ⁽⁴⁾	\$ 23.44	02/27/2015		A		4,266		⁽⁶⁾	02/22/2022	Ordinary Shares	4,266
Employee Stock Option - Right to Buy ⁽⁴⁾	\$ 30.9	02/27/2015		A		3,236		⁽⁷⁾	03/06/2023	Ordinary Shares	3,236
Employee Stock Option - Right to Buy ⁽⁴⁾	\$ 55.84	02/27/2015		A		17,740		⁽⁸⁾	03/05/2024	Ordinary Shares	17,740

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEEHAN JOHN D ALBANY GATE, DARKES LANE POTTERS BAR, HERTFORDSHIRE, X0 EN6 1AG			EVP and CFO	

Signatures

/s/ Bradley L. Wideman, by power of attorney

02/27/2015

 **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).

- On February 27, 2015 (the "Closing Date"), Mylan N.V. completed the transaction (the "Transaction") by which it acquired Mylan Inc. and Abbott Laboratories' ("Abbott") non-U.S. developed markets specialty and branded generics business (the "Business"). Pursuant to the terms of the Amended and Restated Business Transfer Agreement and Plan of Merger, dated as of November 4, 2014, by and among Mylan Inc., New Moon B.V. (which has been renamed Mylan N.V. and is referred to herein as "Mylan"), Moon of PA Inc. ("Merger Sub"), and Abbott, on the Closing Date, Mylan acquired the Business and Merger Sub merged with and into Mylan Inc., with Mylan Inc. surviving as a wholly owned indirect subsidiary of Mylan and each share of Mylan Inc. common stock issued and outstanding was cancelled and automatically converted into and became the right to receive one Mylan ordinary share (the "Merger"). (Continued in Footnote 2)
- (1) In connection with the Transaction, Mylan Inc. and the Business have been reorganized under Mylan, a new public company organized in the Netherlands.
 - (2) Represents ordinary shares of Mylan acquired in connection with the Transaction on a one-for-one basis in exchange for shares of Mylan Inc. common stock. On the effective date of the Merger, the closing price of MYL was \$57.33 per share.
 - (3) Received in exchange for, and having substantially the same terms as, stock options of Mylan Inc. common stock in connection with the Transaction.
 - (4) These options vested on March 2, 2014.
 - (5) These options vested on February 22, 2015.
 - (6) These options vest on March 6, 2016.
 - (7) These options vest in three equal annual installments beginning on March 5, 2015.

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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