#### OAKLEY ROBERT A

Form 4

December 08, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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

Form 5 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.

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* OAKLEY ROBERT A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PharMerica CORP [PMC]

(Check all applicable)

(First) (Middle) (Last)

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 12/07/2017

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

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

(Instr. 4)

Person

LOUISVILLE, KY 40299

1901 CAMPUS PLACE

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

or Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common Stock,

\$0.01 par

value

(City)

12/07/2017

D 57.275 D 29.25 0 (1)(2)

D

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

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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)

### Edgar Filing: OAKLEY ROBERT A - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Of Title Number			
									Number of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
OAKLEY ROBERT A							
1901 CAMPUS PLACE	X						
LOUISVILLE, KY 40299							

# **Signatures**

Berard Tomassetti, Attorney-in-Fact

12/08/2017

\*\*Signature of Reporting Person I

## **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).
- Pursuant to the terms of the Agreement and Plan of Merger, dated as of August 1, 2017 (the "Merger Agreement"), by and among
  PharMerica Corporation (the "Company"), Phoenix Parent Holdings Inc., a Delaware corporation ("Parent"), and Phoenix Merger Sub
  Inc., a Delaware corporation and wholly owned subsidiary of Parent, at the effective time ("Effective Time") of the merger, Merger Sub
  will merge with and into the Company, with the Company as the surviving entity and a wholly owned subsidiary of Parent.
  - Pursuant to the terms of the Merger Agreement, as of the Effective Time (i) each share of the Company's common stock, par value \$0.01 per share ("Company Common Stock") owned by the reporting person was converted into the right to receive \$29.25 in cash without
- (2) interest (the "Merger Consideration") and (ii) each outstanding restricted stock unit granted by the Company was converted automatically into a right to receive an amount in cash without interest equal to the product of (x) the number of shares of Company Common Stock subject to such unit, multiplied by (y) the Merger Consideration.

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.

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