

Burgstahler David F
 Form 4
 August 16, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Burgstahler David F

2. Issuer Name and Ticker or Trading Symbol
 Lantheus Holdings, Inc. [LNTH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/14/2017

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

C/O AVISTA CAPITAL HOLDINGS, L.P., 65 E. 55TH STREET, 18TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	08/14/2017		S		64,646	D		\$ 17.29 (1)	3,521,192	I	See footnote (3)
Common Stock	08/14/2017		S		11,012	D		\$ 18.05 (2)	3,510,180	I	See footnote (3)
Common Stock	08/14/2017		S		10,493	D		\$ 17.29 (1)	935,060	I	See footnote (4)
Common Stock	08/14/2017		S		1,788	D		\$	933,272	I	See

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Stock					18.05 <u>(2)</u>			footnote <u>(4)</u>
Common Stock	08/14/2017	J	2,785,709	D	\$ 17.15	724,471	I	See footnotes <u>(3)</u> <u>(5)</u>
Common Stock	08/14/2017	J	815,672	D	\$ 17.15	117,600	I	See footnotes <u>(4)</u> <u>(6)</u>
Common Stock	08/14/2017	J	1,762,208	D	\$ 17.15	0	I	See footnote <u>(7)</u>
Common Stock	08/14/2017	J	13,248 <u>(8)</u>	A	\$ 0	13,248	D	
Common Stock	08/14/2017	J	1,562 <u>(8)</u>	A	\$ 0	1,562	I	By trust <u>(9)</u>
Common Stock	08/15/2017	S	35,084	D	\$ <u>(10)</u> 17.06	765,045	I	See footnote <u>(3)</u>
Common Stock	08/15/2017	S	5,695	D	\$ <u>(10)</u> 17.06	124,186	I	See footnote <u>(4)</u>
Common Stock	08/16/2017	S	10,434	D	\$ <u>(11)</u> 17.05	754,611	I	See footnote <u>(3)</u>
Common Stock	08/16/2017	S	1,694	D	\$ <u>(11)</u> 17.05	122,492	I	See footnote <u>(4)</u>

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Code	V	(A)	(D)	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burgstahler David F C/O AVISTA CAPITAL HOLDINGS, L.P. 65 E. 55TH STREET, 18TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ David
Burgstahler 08/16/2017

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.98, inclusive. The Reporting Person undertakes to provide to Lantheus Holdings, Inc., any security holder of Lantheus Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2), (10) and (11) to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.00 to \$18.18, inclusive.
 - (3) Represents shares of the Issuer held by Avista Capital Partners, L.P. ("ACP"). Avista Capital Partners GP, LLC ("ACP GP") is the general partner of ACP. Mr. Burgstahler is a member of the investment committee of ACP GP. By virtue of these relationships, Mr. Burgstahler may be deemed to share voting and dispositive power with respect to the shares of common stock held by ACP. Mr. Burgstahler expressly disclaims beneficial ownership of any such securities, except to the extent of his pecuniary interest therein.
 - (4) Represents shares of the Issuer held by Avista Capital Partners (Offshore), L.P. ("ACP Offshore"). ACP GP is the general partner of ACP Offshore. Mr. Burgstahler is a member of the investment committee of ACP GP. By virtue of these relationships, Mr. Burgstahler may be deemed to share voting and dispositive power with respect to the shares of common stock held by ACP Offshore. Mr. Burgstahler expressly disclaims beneficial ownership of any such securities, except to the extent of his pecuniary interest therein
 - (5) On August 14, 2017, ACP distributed 2,785,709 shares of common stock to one or more members or partners.
 - (6) On August 14, 2017, ACP Offshore distributed 815,672 shares of common stock to one or more members or partners.
 - (7) Represents shares of the Issuer held by ACP-Lantern Co-Invest, LLC ("ACP Co-Invest"). ACP GP is the manager of ACP Co-Invest. Mr. Burgstahler is a member of the investment committee of ACP GP. By virtue of these relationships, Mr. Burgstahler may be deemed to share voting and dispositive power with respect to the shares of common stock held by ACP Co-Invest. Mr. Burgstahler expressly disclaims beneficial ownership of any such securities, except to the extent of his pecuniary interest therein. On August 14, 2017, ACP Co-Invest distributed 1,762,208 shares of common stock to one or more members or partners.
 - (8) The distribution to partners referred to in the foregoing footnotes includes subsequent distributions by general partners to their respective partners, including Mr. Burgstahler.
 - (9) The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (10)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.45, inclusive.

- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.20, 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.