

EBIX INC
Form 4
March 19, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MITAROTONDA JAMES A

(Last) (First) (Middle)

C/O BARINGTON CAPITAL GROUP, L.P., 888 SEVENTH AVE., 17TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EBIX INC [EBIX]

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2015

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)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--|
| | | | Code | V | Amount | (D) | Price | | |
| Common Stock | 01/16/2015 | | X | | 50,000 | A | \$ 12 397,852 | I | By Barington Companies Equity Partners, L.P. (1) (2) |
| Common Stock | 01/16/2015 | | X | | 29,000 | A | \$ 15 426,852 | I | By Barington Companies Equity Partners, |

| | | | |
|--------------|--------|---|---|
| Common Stock | 45,000 | I | L.P. <u>(1)</u> <u>(2)</u> By Barington Companies Investors, LLC <u>(2)</u> <u>(3)</u> |
|--------------|--------|---|---|

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 required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Common Stock Call Option | \$ 12 | 01/16/2015 | | X | 1 | 01/16/2015 01/17/2015 ⁽⁴⁾ | Common Stock | 50,000 |
| Common Stock Call Option | \$ 15 | 01/16/2015 | | X | 1 | 01/16/2015 01/17/2015 ⁽⁴⁾ | Common Stock | 29,000 |
| Common Stock Option (Right to Buy) ⁽⁵⁾ | \$ 21.19 | | | | | 01/12/2016 ⁽⁶⁾ 01/12/2020 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MITAROTONDA JAMES A C/O BARINGTON CAPITAL GROUP, L.P., 888 SEVENTH AVE., 17TH FLOOR NEW YORK, NY 10019 | X | | | |

Signatures

/s/James A.

Mitarotonda

03/19/2015

**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).
- (1) The Reporting Person is the sole stockholder and director of LNA Capital Corp., which is the general partner of Barington Capital Group, L.P., which is the majority member of Barington Companies Investors, LLC ("BCI"). BCI is the general partner of Barington Companies Equity Partners, L.P.
- (2) The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) The Reporting Person is the sole stockholder and director of LNA Capital Corp., which is the general partner of Barington Capital Group, L.P., which is the majority member of BCI. BCI is an investment advisor to certain investment advisory clients and may be deemed to beneficially own (or share beneficial ownership of) these shares.
- (4) Call Options automatically converted to shares of Common Stock on the Expiration Date.
- (5) Granted pursuant to the 2010 Incentive Plan
- (6) Stock Options will become exercisable as follows: 1500 options on January 12, 2016 with the remaining options vesting ratably on the first day of each quarter over the next three years.

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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