

Campbell Paul
Form 4
March 05, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Campbell Paul

(Last) (First) (Middle)

BUILDING 4, TRIDENT PLACE,
MOSQUITO WAY

(Street)

HATFIELD,
HERTFORDSHIRE, X0 AL10 9UL

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Mylan N.V. [MYL]

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

03/01/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Ordinary Shares	03/02/2019		M	1,980	A \$ 0	24,540	D
Ordinary Shares	03/02/2019		F	877 ⁽¹⁾	D \$ 27.45	23,663	D
Ordinary Shares	03/02/2019		M	167	A \$ 0	437	I By Spouse
Ordinary Shares	03/02/2019		F	57 ⁽¹⁾	D \$ 27.45	380	I By Spouse
Ordinary Shares	03/03/2019		M	830	A \$ 0	24,493	D

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Ordinary Shares	03/03/2019	F	356 ⁽²⁾	D	\$ 27.45	24,137	D	
Ordinary Shares	03/03/2019	M	219	A	\$ 0	599	I	By Spouse
Ordinary Shares	03/03/2019	F	75 ⁽²⁾	D	\$ 27.45	524	I	By Spouse
Ordinary Shares (pursuant to existing trading plan) ⁽³⁾	03/04/2019	X	11,533 ⁽⁴⁾	A	\$ 12.15	35,670	D	
Ordinary Shares (pursuant to existing trading plan) ⁽³⁾	03/04/2019	S	11,533	D	\$ 27.4987 ⁽⁵⁾	24,137	D	
Ordinary Shares	03/05/2019	G	V ⁽⁶⁾ 524	D	\$ 0	0	I	By Spouse
Ordinary Shares	03/05/2019	G	V ⁽⁶⁾ 524	A	\$ 0	24,661	D	
Ordinary Shares						318	I	By 401(k) Plan

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares

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Employee Stock Option - Right to Buy	\$ 27.45	03/01/2019	A	7,398	<u>(7)</u>	03/01/2029	Ordinary Shares	7,3
Employee Stock Option - Right to Buy	\$ 27.45	03/01/2019	A	460	<u>(8)</u>	03/01/2029	Ordinary Shares	46
Restricted Stock Units	\$ 0	03/01/2019	A	12,387	<u>(9)</u>	<u>(9)</u>	Ordinary Shares	12,3
Restricted Stock Units	\$ 0	03/01/2019	A	1,154	<u>(10)</u>	<u>(10)</u>	Ordinary Shares	1,1
Restricted Stock Units	\$ 0	03/02/2019	M	1,980	<u>(11)</u>	<u>(11)</u>	Ordinary Shares	1,9
Restricted Stock Units	\$ 0	03/02/2019	M	167	<u>(11)</u>	<u>(11)</u>	Ordinary Shares	16
Restricted Stock Units	\$ 0	03/03/2019	M	830	<u>(12)</u>	<u>(12)</u>	Ordinary Shares	83
Restricted Stock Units	\$ 0	03/03/2019	M	219	<u>(13)</u>	<u>(13)</u>	Ordinary Shares	21
Employee Stock Option - Right to Buy ⁽³⁾	\$ 12.15	03/04/2019	X	11,533	<u>(14)</u>	<u>(14)</u>	Ordinary Shares	11,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Campbell Paul BUILDING 4, TRIDENT PLACE, MOSQUITO WAY HATFIELD, HERTFORDSHIRE, X0 AL10 9UL				See Remarks

Signatures

/s/ Kevin Macikowski, by power of
attorney

03/05/2019

__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) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of a portion of the restricted stock units (RSUs) granted on March 2, 2018.
- (2) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of a portion of the RSUs granted on March 3, 2017.
- (3) The exercise of stock options and sale of ordinary shares were executed pursuant to a 10b5-1 trading plan executed on March 5, 2018.
- (4) Represents the acquisition of Mylan ordinary shares upon exercise of stock options granted on March 5, 2009.
Represents the weighted average price of the reporting person's disposition of 11,533 ordinary shares in transactions ranging from \$27.37 to \$27.59. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of ordinary shares sold at each separate price within the range set forth in this footnote.
- (5) This transaction involved a gift of securities by the reporting person's spouse to the reporting person on March 5, 2019.
- (7) These options vest in three equal annual installments beginning on March 2, 2020 and expire on March 1, 2029.
- (8) 154 of the options will vest on March 2, 2020, and 153 will vest on each of March 2, 2021 and March 2, 2022. The options expire on March 1, 2029.
- (9) Each RSU represents the right to receive one ordinary share of Mylan N.V. The RSUs vest in three equal annual installments beginning on March 2, 2020.
- (10) Each RSU represents the right to receive one ordinary share of Mylan N.V. 385 of the RSUs will vest on March 2, 2020, 384 will vest on March 2, 2021, and 385 will vest on March 2, 2022.
- (11) Each RSU represents the right to receive one ordinary share of Mylan N.V. One-third of the RSUs granted on March 2, 2018 vested on March 2, 2019 and the remainder of this award will vest equally on March 2, 2020 and March 2, 2021.
- (12) Each RSU represents the right to receive one ordinary share of Mylan N.V. 831 of the RSUs granted on March 3, 2017 vested on March 3, 2018, 830 vested on March 3, 2019, and 830 will vest on March 3, 2020.
- (13) Each RSU represents the right to receive one ordinary share of Mylan N.V. 220 of the RSUs granted on March 3, 2017 vested on March 3, 2018, 219 vested on March 3, 2019, and 220 will vest on March 3, 2020.
- (14) The grant, of which these options were a part, vested in three equal annual installments beginning on March 5, 2010.

Remarks:

Senior Vice President, Chief Accounting Officer & Corporate Controller

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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