

BENDHEIM JACK
Form 4
March 07, 2018

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 *
BENDHEIM JACK

2. Issuer Name and Ticker or Trading Symbol
PHIBRO ANIMAL HEALTH CORP
[PAHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

300 FRANK W. BURR BLVD., STE 21

03/05/2018

President and CEO

(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

TEANECK, NJ 07666

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|----------------|----------------|
| | | | Code | V | Amount or Price | | | | | |
| Class A Common Stock ⁽¹⁾ | 03/05/2018 | | C | | 36,000 ₍₂₎ | A | \$ 0 72,000 | I | See <u>(3)</u> | |
| Class A Common Stock | 03/05/2018 | | S | | 5,134 ₍₂₎ | D | \$ 38.97 ₍₄₎ | 66,866 | I | See <u>(3)</u> |
| Class A Common Stock | 03/05/2018 | | S | | 6,866 ₍₂₎ | D | \$ 39.64 ₍₅₎ | 60,000 | I | See <u>(3)</u> |
| Class A Common Stock | 03/06/2018 | | S | | 10,600 | D | \$ | 49,400 | I | See <u>(3)</u> |

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| | | | | | | | | | | |
|----------------------|------------|--|---|-----------------------------|---|-------------|--------|---|--|----------------|
| Common Stock | | | | <u>(2)</u> | | 38.69 | | | | |
| | | | | | | <u>(6)</u> | | | | |
| Class A Common Stock | 03/06/2018 | | S | <u>1,400</u> <u>(2)</u> | D | \$ 39.18 | 48,000 | I | | See <u>(3)</u> |
| | | | | | | <u>(7)</u> | | | | |
| Class A Common Stock | 03/07/2018 | | S | <u>12,000</u> <u>(2)</u> | D | \$ 38.92 | 36,000 | I | | See <u>(3)</u> |
| | | | | | | <u>(8)</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. SEC 1474 (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. P... Der... Sec... (Ins...) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock <u>(1)</u> | \$ 0 | 03/05/2018 | | C | 36,000 <u>(2)</u> | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 36,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENDHEIM JACK 300 FRANK W. BURR BLVD., STE 21 TEANECK, NJ 07666 | X | X | President and CEO | |

Signatures

/s/ Thomas G. Dagger, as Attorney-in-Fact for Jack Bendheim

03/07/2018

**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) Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 7, 2017.

The securities are held by BFI Co., LLC. Mr. Bendheim, a reporting person, director and officer of the Issuer, exercises voting and

- (3) dispositive power over BFI Co., LLC and may be deemed to have shared voting and investment power over the securities held by BFI Co., LLC. Mr. Bendheim disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.40 to \$39.35, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.40 to \$40.13, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.05 to \$39.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.05 to \$39.55, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.45 to \$39.45, 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.