BENDHEIM JACK

Form 4

August 08, 2018

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

BENDHEIM JACK

Symbol

(Check all applicable)

PHIBRO ANIMAL HEALTH CORP

[PAHC]

_X__ 10% Owner 3. Date of Earliest Transaction _X_ Director

Issuer

(Month/Day/Year)

X_ Officer (give title below)

_ Other (specify

300 FRANK W. BURR BLVD., STE 08/06/2018 21

(Middle)

President and CEO

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

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

X Form filed by One Reporting Person Form filed by More than One Reporting

TEANECK, NJ 07666

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	08/06/2018		S	10,000 (1)	D	\$ 50.66 (2)	8,000	I	See (3)	
Class A Common Stock (4)	08/07/2018		C	12,000 (1)	A	\$ 0	20,000	I	See (3)	
Class A Common Stock	08/07/2018		S	9,500 (1)	D	\$ 50.09 (5)	10,500	I	See (3)	
Class A	08/07/2018		S	500 (1)	D	\$ 50.6	10,000	I	See (3)	

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Common Stock Stock Stock S $\frac{(6)}{2}$ Stock Stock S $\frac{(6)}{2}$ S $\frac{($

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	rative Expiration Date rities (Month/Day/Year) rired (A) sposed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P. Deri Secu (Ins
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0	08/07/2018		C	12,000 (1)	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	12,000	

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
08/08/2018

**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)

Reporting Owners 2

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The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 14, 2017.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.05 to \$50.95, inclusive.
- 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 BFICo. LLC and may be deemed to have shared voting and investment power over the securities held by BFI (4).
- (3) dispositive power over BFICo., LLC and may be deemed to have shared voting and investment power over the securities held by BFI Co., LLC. Mr. Bendheim disclaims beneficialownership of these securities except to the extent of his pecuniary interest therein.
- (4) 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.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.55 to \$50.50, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.55 to \$50.70, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.55 to \$50.30, 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.