

Mauro Anthony
Form 4
March 05, 2019

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 *
Mauro Anthony

(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
 Officer (give title below) Other (specify below)
Chief Commercial Officer

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Ordinary Shares | 03/01/2019 | | D | | 67,512 (1) | D | \$ 0 89,554 |
| Ordinary Shares | 03/02/2019 | | M | | 6,103 | A | \$ 0 95,657 |
| Ordinary Shares | 03/02/2019 | | F | | 2,654 (2) | D | \$ 27.45 93,003 |
| Ordinary Shares | 03/03/2019 | | M | | 5,534 | A | \$ 0 98,537 |
| Ordinary Shares | 03/03/2019 | | F | | 2,407 (3) | D | \$ 27.45 96,130 |

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Ordinary Shares 5,574 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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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option - Right to Buy | \$ 27.45 | 03/01/2019 | | A | 27,851 | (4) 03/01/2029 | Ordinary Shares 27,851 |
| Restricted Stock Units | \$ 0 | 03/01/2019 | | A | 46,631 | (5) (5) | Ordinary Shares 46,631 |
| Restricted Stock Units | \$ 0 | 03/02/2019 | | M | 6,103 | (6) (6) | Ordinary Shares 6,103 |
| Restricted Stock Units | \$ 0 | 03/03/2019 | | M | 5,534 | (7) (7) | Ordinary Shares 5,534 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mauro Anthony
 BUILDING 4, TRIDENT PLACE, MOSQUITO WAY
 HATFIELD, HERTFORDSHIRE, X0 AL10 9UL

Chief Commercial Officer

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 forfeiture of unvested restricted ordinary shares received under the One-Time Special Performance-Based Five-Year Realizable Value Incentive Program as a result of the applicable performance conditions not having been met.
- (2) 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.
- (3) 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.
- (4) 9,284 of the options will vest on March 2, 2020, 9,283 will vest on March 2, 2021, and 9,284 will vest on March 2, 2022. The options expire on March 1, 2029.
- (5) Each RSU represents the right to receive one ordinary share of Mylan N.V. 15,544 of the RSUs will vest on March 2, 2020, 15,543 will vest on March 2, 2021, and 15,544 will vest on March 2, 2022.
- (6) Each RSU represents the right to receive one ordinary share of Mylan N.V. 6,103 of the RSUs granted on March 2, 2018 vested on March 2, 2019, and 6,102 will vest on each of March 2, 2020 and March 2, 2021.
- (7) Each RSU represents the right to receive one ordinary share of Mylan N.V. 5,534 of the RSUs granted on March 3, 2017 vested on each of March 3, 2018 and March 3, 2019, and 5,533 will vest on March 3, 2020.

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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