

Bendheim Daniel M
 Form 4
 August 16, 2017

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 *
 Bendheim Daniel M

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)
 300 FRANK W. BURR BLVD., STE 21
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/14/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec. VP, Corporate Strategy

TEANECK, NJ 07666

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

(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 (A) or (D) | | |
| Class A Common Stock | 08/14/2017 | | M ⁽¹⁾ | | 300 | A | \$ 11.83 300 D |
| Class A Common Stock | 08/14/2017 | | S ⁽¹⁾ | | 300 | D | \$ 40.08 0 D ⁽²⁾ |
| Class A Common Stock | 08/15/2017 | | M ⁽¹⁾ | | 1,443 | A | \$ 11.83 1,443 D |
| Class A Common Stock | 08/15/2017 | | S ⁽¹⁾ | | 1,443 | D | \$ 0 D |

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| | | | | | | | | |
|----------------------|------------|--|------|-------|---|-----------------|-------|---|
| Common Stock | | | | | | 40.05 (3) | | |
| Class A Common Stock | 08/16/2017 | | M(1) | 5,938 | A | \$ 11.83 | 5,938 | D |
| Class A Common Stock | 08/16/2017 | | S(1) | 5,938 | D | \$ 40.04 (4) | 0 | D |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to purchase Common Stock | \$ 11.83 | 08/14/2017 | | M(1) | 300 | 03/01/2012 02/28/2019 | Class A Common Stock | 300 | |
| Option to purchase Common Stock | \$ 11.83 | 08/15/2017 | | M(1) | 1,443 | 03/01/2012 02/28/2019 | Class A Common Stock | 1,443 | |
| Option to purchase Common Stock | \$ 11.83 | 08/16/2017 | | M(1) | 5,938 | 03/01/2012 02/28/2019 | Class A Common Stock | 5,938 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|------------------------------------|-------|
| Bendheim Daniel M 300 FRANK W. BURR BLVD. STE 21 TEANECK, NJ 07666 | X | | Exec. VP, Corporate Strategy | |

Signatures

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

08/16/2017

__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 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.25, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.15, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.13, 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.