

Mylan N.V.
Form 4
February 27, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SHEEHAN JOHN D

(Last) (First) (Middle)

ALBANY GATE, DARKES LANE

(Street)

**POTTERS BAR,
HERTFORDSHIRE, X0 EN6 1AG**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mylan N.V. [MYL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2015

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)
EVP and CFO

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares ⁽¹⁾ ₍₂₎ | 02/27/2015 | | A | | 138,318 | A | ③ |
| | | | | | 138,318 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 ⁽⁴⁾ | \$ 22.66 | 02/27/2015 | | A | 13,239 | <u>(5)</u> | 03/02/2021 | Ordinary Shares | 13,239 |
| Employee Stock Option - Right to Buy ⁽⁴⁾ | \$ 23.44 | 02/27/2015 | | A | 4,266 | <u>(6)</u> | 02/22/2022 | Ordinary Shares | 4,266 |
| Employee Stock Option - Right to Buy ⁽⁴⁾ | \$ 30.9 | 02/27/2015 | | A | 3,236 | <u>(7)</u> | 03/06/2023 | Ordinary Shares | 3,236 |
| Employee Stock Option - Right to Buy ⁽⁴⁾ | \$ 55.84 | 02/27/2015 | | A | 17,740 | <u>(8)</u> | 03/05/2024 | Ordinary Shares | 17,740 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHEEHAN JOHN D ALBANY GATE, DARKES LANE POTTERS BAR, HERTFORDSHIRE, X0 EN6 1AG | | | EVP and CFO | |

Signatures

/s/ Bradley L. Wideman, by power of attorney
02/27/2015

__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).

- On February 27, 2015 (the "Closing Date"), Mylan N.V. completed the transaction (the "Transaction") by which it acquired Mylan Inc. and Abbott Laboratories' ("Abbott") non-U.S. developed markets specialty and branded generics business (the "Business"). Pursuant to the terms of the Amended and Restated Business Transfer Agreement and Plan of Merger, dated as of November 4, 2014, by and among Mylan Inc., New Moon B.V. (which has been renamed Mylan N.V. and is referred to herein as "Mylan"), Moon of PA Inc. ("Merger Sub"), and Abbott, on the Closing Date, Mylan acquired the Business and Merger Sub merged with and into Mylan Inc., with Mylan Inc. surviving as a wholly owned indirect subsidiary of Mylan and each share of Mylan Inc. common stock issued and outstanding was cancelled and automatically converted into and became the right to receive one Mylan ordinary share (the "Merger"). (Continued in Footnote 2)
- (1) In connection with the Transaction, Mylan Inc. and the Business have been reorganized under Mylan, a new public company organized in the Netherlands.
 - (2) Represents ordinary shares of Mylan acquired in connection with the Transaction on a one-for-one basis in exchange for shares of Mylan Inc. common stock. On the effective date of the Merger, the closing price of MYL was \$57.33 per share.
 - (3) Received in exchange for, and having substantially the same terms as, stock options of Mylan Inc. common stock in connection with the Transaction.
 - (4) These options vested on March 2, 2014.
 - (5) These options vested on February 22, 2015.
 - (6) These options vest on March 6, 2016.
 - (7) These options vest in three equal annual installments beginning on March 5, 2015.
 - (8)

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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