

Campbell Paul
Form 4
March 06, 2018

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 *
Campbell Paul

(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)
03/02/2018

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)

See Remarks

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 or Price | | |
| Ordinary Shares | 03/03/2018 | | M | | 831 A \$ 0 | 17,054 | D |
| Ordinary Shares | 03/03/2018 | | F | | 357 ⁽¹⁾ D \$ 40.97 | 16,697 | D |
| Ordinary Shares | 03/03/2018 | | M | | 220 A \$ 0 | 220 | I By Spouse |
| Ordinary Shares | 03/03/2018 | | F | | 75 ⁽¹⁾ D \$ 40.97 | 145 | I By Spouse |
| Ordinary Shares | 03/04/2018 | | X | | 480 A \$ 0 | 17,177 | D |

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| | | | | | | | | |
|-----------------|------------|---|----------------------|---|----------|--------|---|----------------|
| Ordinary Shares | 03/04/2018 | F | 206 ⁽²⁾ | D | \$ 40.97 | 16,971 | D | |
| Ordinary Shares | 03/04/2018 | X | 190 | A | \$ 0 | 335 | I | By Spouse |
| Ordinary Shares | 03/04/2018 | F | 65 ⁽²⁾ | D | \$ 40.97 | 270 | I | By Spouse |
| Ordinary Shares | 03/04/2018 | M | 1,081 | A | \$ 0 | 18,052 | D | |
| Ordinary Shares | 03/04/2018 | F | 530 ⁽³⁾ | D | \$ 40.97 | 17,522 | D | |
| Ordinary Shares | 03/06/2018 | X | 7,030 ⁽⁴⁾ | A | \$ 11.18 | 24,552 | D | |
| Ordinary Shares | 03/06/2018 | S | 7,030 | D | \$ 44.01 | 17,522 | D | |
| Ordinary Shares | 03/06/2018 | X | 5,766 ⁽⁵⁾ | A | \$ 12.15 | 23,288 | D | |
| Ordinary Shares | 03/06/2018 | F | 1,621 ⁽⁶⁾ | D | \$ 43.23 | 21,667 | D | |
| Ordinary Shares | | | | | | 318 | I | By 401(k) Plan |

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.

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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 | |
| Employee Stock Option - Right to Buy | \$ 40.97 | 03/02/2018 | | A | 9,681 | ⁽⁷⁾ 03/02/2028 | Ordinary Shares | 9,681 |

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| | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|------|------------|-----------------|-----|
| Employee Stock Option - Right to Buy | \$ 40.97 | 03/02/2018 | A | 612 | (7) | 03/02/2028 | Ordinary Shares | 61 |
| Restricted Stock Units | \$ 0 | 03/02/2018 | A | 5,940 | (8) | (8) | Ordinary Shares | 5,9 |
| Restricted Stock Units | \$ 0 | 03/02/2018 | A | 501 | (8) | (8) | Ordinary Shares | 50 |
| Restricted Stock Units | \$ 0 | 03/03/2018 | M | 831 | (9) | (9) | Ordinary Shares | 83 |
| Restricted Stock Units | \$ 0 | 03/03/2018 | M | 220 | (10) | (10) | Ordinary Shares | 22 |
| Restricted Stock Units | \$ 0 | 03/04/2018 | X | 480 | (11) | (11) | Ordinary Shares | 48 |
| Restricted Stock Units | \$ 0 | 03/04/2018 | X | 190 | (12) | (12) | Ordinary Shares | 19 |
| Performance Restricted Stock Units | \$ 0 | 03/04/2018 | M | 1,081 | (13) | (13) | Ordinary Shares | 1,0 |
| Employee Stock Option - Right to Buy | \$ 11.18 | 03/06/2018 | X | 7,030 | (14) | 03/18/2018 | Ordinary Shares | 7,0 |
| Employee Stock Option - Right to Buy | \$ 12.15 | 03/06/2018 | X | 5,766 | (15) | 03/05/2009 | Ordinary Shares | 5,7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Campbell Paul BUILDING 4, TRIDENT PLACE, MOSQUITO WAY HATFIELD, HERTFORDSHIRE, X0 AL10 9UL | | | See Remarks | |

Signatures

/s/ Kevin Macikowski, by power of attorney 03/06/2018

__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) 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 3, 2017.
 - (2) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of a portion of the RSUs granted on March 4, 2015.
 - (3) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of the performance restricted stock units (PRSUs) granted on March 4, 2015.
 - (4) Represents the acquisition of Mylan ordinary shares upon exercise of stock options granted on March 18, 2008.
 - (5) Represents the acquisition of Mylan ordinary shares upon exercise of stock options granted on March 5, 2009.
 - (6) Represents the delivery of ordinary shares to satisfy the exercise price associated with the exercise of stock options granted on March 5, 2009.
 - (7) These options vest in three equal annual installments beginning on March 2, 2019 and expire on March 2, 2028.
 - (8) Each RSU represents the right to receive one ordinary share of Mylan N.V. The RSUs vest in three equal annual installments beginning on March 2, 2019.
 - (9) Each RSU represents the right to receive one ordinary share of Mylan N.V. 831 of the RSUs granted on March 3, 2017 vested on March 3, 2018, 830 will vest on March 3, 2019, and 830 will vest on March 3, 2020.
 - (10) Each RSU represents the right to receive one ordinary share of Mylan N.V. 220 of the RSUs granted on March 3, 2017 vested on March 3, 2018, 219 will vest on March 3, 2019, and 220 will vest on March 3, 2020.
 - (11) Each RSU represents the right to receive one ordinary share of Mylan N.V. 481 of the RSUs granted on March 4, 2015 vested on March 4, 2016, and 480 vested on each of March 4, 2017 and March 4, 2018.
 - (12) Each RSU represents the right to receive one ordinary share of Mylan N.V. 190 of the RSUs granted on March 4, 2015 vested on March 4, 2016, 189 vested on March 4, 2017, and 190 vested on March 4, 2018.
 - (13) Each PRSU represents the right to receive one ordinary share of Mylan N.V. The PRSUs were initially granted on March 4, 2015, subject to the attainment of previously established three-year performance goals and a vesting period. The PRSUs fully vested on March 4, 2018.
 - (14) The grant, of which these options were a part, vested in three equal installments beginning on March 18, 2009.
 - (15) The grant, of which these options were a part, vested in three equal installments beginning on March 5, 2010.

Remarks:

Senior Vice President, Chief Accounting Officer & Corporate Controller

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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