

ENDO HEALTH SOLUTIONS INC.
Form 4
February 28, 2014

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 *
Rudio Daniel

2. Issuer Name and Ticker or Trading Symbol
ENDO HEALTH SOLUTIONS INC.
[ENDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Vice President, Controller

C/O ENDO HEALTH SOLUTIONS INC., 1400 ATWATER DRIVE

(Street)

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

MALVERN, PA 19355

(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	(D)	Price
2010 Stock Incentive Plan Performance Shares ⁽¹⁾	02/26/2014		A		802 ⁽²⁾	A	⁽³⁾ 802
2010 Stock Incentive Plan Restricted Stock Units (RSU) ⁽⁴⁾	02/26/2014		A		802	A	⁽³⁾ 4,745

Common Stock, par value, \$0.01 per share	02/27/2014 ⁽⁵⁾	F	251 ⁽⁶⁾	D	\$ 79.82 ⁽⁷⁾	2,084	D
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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)

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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
								Amount or Number of Shares
2010 Stock Incentive Plan Stock Options <u>(8)</u>	\$ 79.33	02/26/2014		A	2,989	<u>(9)</u> 02/26/2024	Common Stock	2,989

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
Rudio Daniel C/O ENDO HEALTH SOLUTIONS INC. 1400 ATWATER DRIVE MALVERN, PA 19355			Vice President, Controller

Signatures

/s/ Caroline B. Manogue, by Power of Attorney 02/28/2014

 **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 performance shares vest upon the Company achieving certain shareholder return targets over a cumulative 3-year period.
Represents target quantity of shares issuable. The exact number of shares issuable will be determined on achievement of certain company performance targets over a cumulative 3-year period, as determined by the Compensation Committee of the Board of Directors of Endo Pharmaceuticals Holdings Inc. The executive can earn between 0% and 300% of the target shares.
- (2) These securities were granted to Mr. Rudio in consideration of his services as the Principal Accounting Officer of Endo Health Solutions Inc.
- (3) Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of Endo Health Solutions Inc. common stock. These restricted stock units (RSUs) are generally exercisable 25% per year on each of February 26, 2015, February 26, 2016, February 26, 2017 and February 26, 2018. Upon vesting, we consider the underlying RSUs to be expired.
- (4) Twenty-five percent (25%) of Mr. Rudio's February 27, 2013 grant of restricted stock units (RSUs) vested on February 27, 2014. Upon vesting, certain shares are delivered by the issuer to satisfy tax obligations on shares acquired.
- (5) These shares represent stock withheld by the issuer to satisfy tax obligations on shares acquired upon vesting of restricted stock units.
- (6) \$79.82 represents the vesting price, which is the average of the high and low share price on February 27, 2014.
- (7) Representing the right to buy shares of common stock, par value \$0.01 per share, of Endo Health Solutions Inc.
- (8) These stock options are generally exercisable 25% per year on each of February 26, 2015, February 26, 2016, February 26, 2017 and February 26, 2018.
- (9)

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.