SEC Form 4

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| **FORM 4** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**Washington, D.C. 20549**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934or Section 30(h) of the Investment Company Act of 1940  |

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| 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). |

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| 1. Name and Address of Reporting Person\*

|  |
| --- |
| [Rama Dharmendra](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001738057) |

|  |  |  |
| --- | --- | --- |
| (Last) | (First) | (Middle) |

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| --- |
| C/O AMNEAL PHARMACEUTICALS, INC. |
| 400 CROSSING BOULEVARD, 3RD FLOOR |

(Street)

|  |  |  |
| --- | --- | --- |
| BRIDGEWATER | NJ | 08807 |

|  |  |  |
| --- | --- | --- |
| (City) | (State) | (Zip) |

 | 2. Issuer Name **and** Ticker or Trading Symbol [Amneal Pharmaceuticals, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001723128) [ AMRX ]  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|  |  |  |  |
| --- | --- | --- | --- |
| X | Director |  | 10% Owner |
|  | Officer (give title below) |  | Other (specify below) |
|  |

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| 3. Date of Earliest Transaction (Month/Day/Year)05/06/2019  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)

|  |  |
| --- | --- |
| X | Form filed by One Reporting Person |
|  | Form filed by More than One Reporting Person |

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| **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 | (A) or (D) | Price |
| Class A Common Stock | 05/08/2019 |  | M |  | 6,107 | A | (1) | 6,107 | D |  |

| **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 Securities Underlying Derivative Security (Instr. 3 and 4)  | 8. Price of Derivative Security (Instr. 5)  | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)  | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  | 11. Nature of Indirect Beneficial Ownership (Instr. 4)  |
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | $14.05  | 05/06/2019 |  | A |  | 28,044 |  | (2)  | 05/06/2029 | Class A Common Stock | 28,044 | $0  | 28,044 | D |  |
| Restricted Stock Units | (1) | 05/06/2019 |  | A |  | 6,459 |  | (3)  | (3)  | Class A Common Stock | 6,459 | $0  | 6,459 | D |  |
| Restricted Stock Units | (1) | 05/08/2019 |  | M |  |  | 6,107 | (4)  | (4)  | Class A Common Stock | 6,107 | $0  | 0 | D |  |

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| **Explanation of Responses:** |
| 1. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock. |
| 2. The option vests on the later of (i) the day immediately preceeding the issuer's first annual meeting of stockholders following the date of grant and (ii) the day immediately following the first anniversary of the date of grant. |
| 3. Restricted stock units vest on the later of (i) the day immediately preceeding the issuer's first annual meeting of stockholders following the date of grant and (ii) the day immediately following the first anniversary of the date of grant. Restricted stock units do not expire. |
| 4. On May 7, 2018, the reporting person was granted 6,107 restricted stock units vesting on May 8, 2019. |
| **Remarks:** |
| Exhibit 24 - Power of Attorney |

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| --- | --- | --- |
|  | /s/ Brian P. Spitser, Attorney-in-Fact | 05/08/2019 |
|  | \*\* Signature of Reporting Person | Date |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. |
| \* 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). |
| Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. |
| **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 Number.** |

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of (i) the Chief Legal Officer of Amneal Pharmaceuticals, Inc., a Delaware corporation (the “Company”) and who is currently David A. Buchen, (ii) the Company's Chief Financial Officer, who is currently Todd P. Branning, (iii) the Company’s Assistant Secretary, who is currently Brian P. Spitser, and (iv) the Company’s Chief Human Resources Officer, who is currently Nikita Shah, and their respective successors (including anyone serving in such capacities on an interim or acting basis), signing singly, with full powers of substitution, as the undersigned’s true and lawful attorney-in-fact to:

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| --- | --- |
|  |  |
| 1. | prepare, execute in the undersigned’s name and on the undersigned’s behalf, and submit to the U.S. Securities and Exchange Commission (the “SEC”) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC; |

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| 2. | execute for and on behalf of the undersigned, in the undersigned’s capacity as an officer and/or director of the Company, and/or 10% holder of the Company’s capital stock, Forms 3, 4, and 5 and any amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; |

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| 3. | do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and |

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| 4. | take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion. |

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to

be executed as of this 20th day of February, 2019.

/s/ Dharmendra Rama

By: Dharmendra Rama