

SYNERGETICS USA INC

Form 4

October 15, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cardinale Lawrence C

(Last) (First) (Middle)

C/O SYNERGETICS USA,
INC., 3845 CORPORATE CENTRE
DRIVE

(Street)

O'FALLON, MO 63368

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SYNERGETICS USA INC [SURG]

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

10/15/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/15/2015		U	44,243	D	0	D

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

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information contained in this form are not
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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock option (right to buy)	\$ 3.77 ⁽²⁾	10/15/2015		D	10,000	<u>(3)</u>	11/30/2016	Common Stock	10,000
Stock option (right to buy)	\$ 2.95	10/15/2015		D	10,000	<u>(3)</u>	12/07/2017	Common Stock	10,000
Stock option (right to buy)	\$ 1.37	10/15/2015		D	10,000	<u>(3)</u>	12/17/2019	Common Stock	10,000
Stock option (right to buy)	\$ 4.43	10/15/2015		D	10,000	<u>(3)</u>	12/16/2020	Common Stock	10,000
Stock option (right to buy)	\$ 6.21	10/15/2015		D	10,000	<u>(3)</u>	12/14/2021	Common Stock	10,000
Stock option (right to buy)	\$ 4.52	10/15/2015		D	10,000	<u>(3)</u>	12/14/2022	Common Stock	10,000
Stock option (right to buy)	\$ 3.46	10/15/2015		D	10,000	<u>(3)</u>	12/13/2023	Common Stock	10,000
Stock option (right to buy)	\$ 3.7	10/15/2015		D	10,000	<u>(3)</u>	12/12/2024	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cardinale Lawrence C C/O SYNERGETICS USA, INC. 3845 CORPORATE CENTRE DRIVE O'FALLON, MO 63368		X		

Signatures

/s/ Lawrence C.
Cardinale 10/15/2015

__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).

(1) Shares tendered for an offer price of \$6.50 per share in cash (the "Cash Consideration") plus one non-transferable contractual contingent value right per share (each, a "CVR"), which represents the right to receive up to two contingent payments, if any, of up to \$1.00 in the aggregate, net to the holder in cash, upon the achievement of certain specified milestones within an agreed upon time period (less any applicable withholding taxes and without interest), pursuant to the tender offer consummated on September 16, 2015 according to the terms of the Agreement and Plan of Merger (the "Merger" Agreement"), dated as of September 1, 2015, by and among Valeant Pharmaceuticals International, Blue Subsidiary Corp. and Synergetics USA, Inc.

(2) The Form 4 reporting the award of the stock option on November 30, 2006 reported an exercise price of \$3.89 in error.

(3) Pursuant to the terms of the Merger Agreement, on October 15, 2015, each option outstanding immediately prior to the Effective Time (as defined in the Merger Agreement) was canceled in exchange for (i) a cash payment equal to the product of (A) the number of shares underlying the option and (B) the difference between the Cash Consideration and the exercise price of the option; and (ii) one CVR for each share underlying the option, in each case without interest and subject to any applicable tax withholding.

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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