

ENDO HEALTH SOLUTIONS INC.

Form 4

February 28, 2014

**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  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gergel Ivan P.

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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

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

02/26/2014

EVP, R&D and CSO

(Street)

4. If Amendment, Date 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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value, \$.01 per share	02/26/2014 <sup>(1)</sup>		A		6,658 <sup>(2)</sup>	A <sup>(3)</sup> 35,669	D
Common Stock, par value, \$.01 per share	02/26/2014 <sup>(1)</sup>		F		9,105 <sup>(4)</sup>	D \$ 78.3 <sup>(5)</sup> 26,564	D
Common Stock, par value, \$.01	02/27/2014 <sup>(6)</sup>		F		909 <sup>(4)</sup>	D \$ 79.82 <sup>(7)</sup>	D

per share

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Gergel Ivan P.  
C/O ENDO HEALTH SOLUTIONS INC.  
1400 ATWATER DRIVE  
MALVERN, PA 19355

EVP, R&D and CSO

## 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) On February 26, 2014, the cumulative 3-year performance period for Dr. Gergel's February 23, 2011 grant of performance shares concluded. At this time, 13,316 performance shares were converted into 19,974 shares of common stock. Of this amount, 9,105 shares were withheld by the issuer to satisfy tax obligations on shares acquired and 10,869 shares were transferred to Dr. Gergel effective immediately.

(2)

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This incremental number of shares resulted from the automatic conversion of performance shares granted to Dr. Gergel on February 23, 2011 to shares of Endo Health Solutions Inc. common stock pursuant to the terms of the underlying award agreement.

- (3) These securities were granted to Dr. Gergel in consideration of his services as the Executive Vice President, Research & Development and Chief Scientific Officer of Endo Health Solutions Inc.
- (4) These shares represent stock withheld by the issuer to satisfy tax withholding obligations on shares acquired upon vesting of performance shares.
- (5) \$78.30 represents the vesting price, which is the average of the high and low share price on February 26, 2014
- (6) Twenty-five percent (25%) of Dr. Gergel's February 27, 2013 grant of restricted stock units (RSUs) vested on February 27, 2014. Upon vesting, certain shares are withheld by the issuer to satisfy tax obligations on shares acquired.
- (7) \$79.82 represents the vesting price, which is the average of the high and low share price on February 27, 2014.

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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