

Triangle Private Holdings II, LLC
Form 4
August 06, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Triangle Private Holdings II, LLC

(Last) (First) (Middle)

C/O SIRIS CAPITAL GROUP,
LLC, 601 LEXINGTON AVENUE,
59TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

PLANTRONICS INC /CA/ [PLT]

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

08/02/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/02/2018		A		2,904 (1)	A \$ 0 2,904	I
Common Stock						6,352,201	D (2) (3) (4) (5) (6) (7) (8)

See
footnotes
(2) (3) (4) (5)
(6) (7)

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**

SEC 1474
(9-02)

number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Triangle Private Holdings II, LLC C/O SIRIS CAPITAL GROUP, LLC 601 LEXINGTON AVENUE, 59TH FLOOR NEW YORK, NY 10022	X	X		See remarks

Signatures

See Exhibit 99.1 08/06/2018

**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) This Restricted Stock Unit Award, which was awarded to Frank Baker in connection with his service as a director of the Issuer, will vest as to 100% of the shares subject to the award on the anniversary of the date of grant, provided that Mr. Baker continues to serve as a director through such date. Pursuant to an assignment agreement between Siris Capital Group, LLC, a Delaware limited liability company ("Siris Capital Group"), and Mr. Baker, effective as of July 2, 2018, Mr. Baker has assigned to Siris Capital Group all of his right, title and interest in and to any compensation, including equity awards, he receives from the Issuer for his services as a director of the Issuer.

(2) This Form 4 is being jointly filed by and on behalf of each of the following persons (each, a "Reporting Person"): (i) Triangle Private Holdings II, LLC, a Delaware limited liability company ("Triangle Holdings II"); (ii) Triangle Private Holdings I, LLC, a Delaware limited liability company ("Triangle Holdings I"); (iii) Triangle Private Investments, LLC, a Delaware limited liability company ("Triangle Parent"); (iv) Siris Partners III, L.P., a Delaware limited partnership ("Siris Fund III"); (v) Siris Partners III Parallel, L.P., a Delaware limited partnership ("Siris Fund III Parallel"); (vi) Siris Partners GP III, L.P., a Delaware limited partnership ("Siris Fund III GP"); (vii) Siris GP HoldCo III, LLC, a Delaware limited liability company ("Siris Fund III GP HoldCo"); (viii) Siris Capital Group III, L.P., a Delaware limited partnership ("Siris Fund III Advisor");

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- (3) (Continued from Footnote 2) (ix) Siris Capital Group; (x) Siris Advisor HoldCo III, LLC, a Delaware limited liability company ("Siris Fund III Advisor HoldCo"); and (xi) Siris Advisor HoldCo, LLC, a Delaware limited liability company ("Siris Advisor HoldCo").
- Triangle Holdings II is controlled by its sole member, Triangle Holdings I. Triangle Holdings I is controlled by its sole member, Triangle Parent. Triangle Parent is controlled by its members, Siris Fund III and Siris Fund III Parallel. Each of Siris Fund III and Siris Fund III Parallel is controlled by its general partner, Siris Fund III GP. Siris Fund III GP is controlled by its general partner, Siris Fund III GP HoldCo. Siris Fund III Advisor serves as investment manager to Siris Fund III and Siris Fund III Parallel pursuant to investment management agreements with each of them. Siris Capital Group shares investment management authority in respect of Siris Fund III and Siris Fund III Parallel pursuant to an agreement between Siris Fund III Advisor and Siris Capital Group. Siris Fund III Advisor is controlled by its general partner, Siris Fund III Advisor HoldCo. Siris Capital Group is controlled by its managing member, Siris Advisor HoldCo.
- (4)
- (5) (Continued from Footnote 4) Each of Siris Fund III GP HoldCo, Siris Fund III Advisor HoldCo and Siris Advisor HoldCo is controlled by Frank Baker, Peter Berger and Jeffrey Hendren.
- The Reporting Persons may be deemed to be members of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (such Act and rules, as amended, the "Exchange Act"), which group may be deemed to share the power to vote or direct the vote, or to dispose or direct the disposition, of the securities reported herein. However, neither the filing of this Form 4 nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons that it is a member of a "group" for such purposes, for purposes of Section 16 of the Exchange Act or for any other purpose.
- (6)
- Each of the Reporting Persons expressly disclaims beneficial ownership of securities held by any other person or entity other than, to the extent of any pecuniary interest therein, the various accounts under such Reporting Person's management and control. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (7)
- (8) Reflects securities directly held by Triangle Holdings II.

Remarks:

This Report on Form 4 is the second of two reports relating to the same transactions. Two separate reports were filed as a result.

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.