

BRESCH HEATHER M
 Form 4
 March 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
BRESCH HEATHER M

(Last) (First) (Middle)

**BUILDING 4, TRIDENT PLACE,
 MOSQUITO WAY**

(Street)

**HATFIELD,
 HERTFORDSHIRE, X0 AL10 9UL**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mylan N.V. [MYL]

3. Date of Earliest Transaction
 (Month/Day/Year)
03/01/2019

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)
Chief Executive Officer

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 Ownership (Instr. 4)
				Code	V Amount or Price			
Ordinary Shares	03/01/2019		D		378,071 ⁽¹⁾	\$ 0	362,011	D
Ordinary Shares	03/02/2019		M		22,212	\$ 0	384,223	D
Ordinary Shares	03/02/2019		F		9,862 ⁽²⁾	\$ 27.45	374,361	D
Ordinary Shares	03/03/2019		M		20,142	\$ 0	394,503	D
Ordinary Shares	03/03/2019		F		8,943 ⁽³⁾	\$ 27.45	385,560	D

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Ordinary Shares	1,157	I	By 401(k) Plan
Ordinary Shares	115,178	I	By Grantor Retained Annuity Trust

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

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option-Right to Buy	\$ 27.45	03/01/2019		A	91,384	<u>(4)</u> 03/01/2029	Ordinary Shares
Restricted Stock Units	\$ 0	03/01/2019		A	153,006	<u>(5)</u> <u>(5)</u>	Ordinary Shares
Restricted Stock Units	\$ 0	03/02/2019		M	22,212	<u>(6)</u> <u>(6)</u>	Ordinary Shares
Restricted Stock Units	\$ 0	03/03/2019		M	20,142	<u>(7)</u> <u>(7)</u>	Ordinary Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRESCH HEATHER M BUILDING 4, TRIDENT PLACE, MOSQUITO WAY HATFIELD, HERTFORDSHIRE, X0 AL10 9UL	X		Chief Executive Officer	

Signatures

/s/ Kevin Macikowski, by power of
attorney

03/05/2019

__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) Represents forfeiture of unvested restricted ordinary shares received under the One-Time Special Performance-Based Five-Year Realizable Value Incentive Program as a result of the applicable performance conditions not having been met.
- (2) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of a portion of the restricted stock units (RSUs) granted on March 2, 2018.
- (3) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of a portion of the RSUs granted on March 3, 2017.
- (4) 30,462 of the options will vest on March 2, 2020, and 30,461 will vest on each of March 2, 2021 and March 2, 2022. The options expire on March 1, 2029.
- (5) Each RSU represents the right to receive one ordinary share of Mylan N.V. The RSUs vest in three equal annual installments beginning on March 2, 2020.
- (6) Each RSU represents the right to receive one ordinary share of Mylan N.V. 22,212 of the RSUs granted on March 2, 2018 vested on March 2, 2019, 22,211 will vest on March 2, 2020, and 22,212 will vest on March 2, 2021.
- (7) Each RSU represents the right to receive one ordinary share of Mylan N.V. 20,142 of the RSUs granted on March 3, 2017 vested on March 3, 2018, 20,142 vested on March 3, 2019, and 20,141 will vest on March 3, 2020.

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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