

BRESCH HEATHER M
 Form 4
 March 06, 2018

FORM 4

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

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).

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)
03/02/2018

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)

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	03/03/2018		M		20,142 A \$ 0		D
Ordinary Shares	03/03/2018		F		8,985 (1) D \$ 40.97		D
Ordinary Shares	03/04/2018		M		8,554 A \$ 0		D
Ordinary Shares	03/04/2018		F		3,816 (2) D \$ 40.97		D
Ordinary Shares	03/04/2018		M		57,738 A \$ 0		D

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Ordinary Shares	03/04/2018	F	25,754 (3)	D	\$ 40.97	538,654	D	
Ordinary Shares						1,157	I	By 401(k) Plan
Ordinary Shares						82,231	I	By Grantor Retained Annuity Trust
Ordinary Shares						200,000	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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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option-Right to Buy	\$ 40.97	03/02/2018		A	108,592	(4) 03/02/2028	Ordinary Shares
Restricted Stock Units	\$ 0	03/02/2018		A	66,635	(5) (5)	Ordinary Shares
Restricted Stock Units	\$ 0	03/03/2018		M	20,142	(6) (6)	Ordinary Shares
Restricted Stock Units	\$ 0	03/04/2018		M	8,554	(7) (7)	Ordinary Shares
Performance Restricted Stock Units	\$ 0	03/04/2018		M	57,738	(8) (8)	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 03/06/2018

__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) 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 3, 2017.
- (2) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of a portion of the RSUs granted on November 17, 2015.
- (3) Represents withholding of ordinary shares for the tax liability associated with the vesting and settlement of the performance restricted stock units (PRSUs) granted on November 17, 2015.
- (4) 36,198 of the options will vest on March 2, 2019, and 36,197 will vest on each of March 2, 2020 and March 2, 2021. The options expire on March 2, 2028.
- (5) Each RSU represents the right to receive one ordinary share of Mylan N.V. 22,212 of the RSUs will vest on March 2, 2019, 22,211 will vest on March 2, 2020, and 22,212 will vest on March 2, 2021.
- (6) 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, 20,141 will vest on March 3, 2019, and 20,142 will vest on March 3, 2020.
- (7) Each RSU represents the right to receive one ordinary share of Mylan N.V. 8,554 of the RSUs granted on November 17, 2015 vested on each of March 4, 2016, March 4, 2017, and March 4, 2018.
Each PRSU represents the right to receive one ordinary share of Mylan N.V. The PRSUs were initially granted on November 17, 2015,
- (8) subject to the attainment of previously established two-year performance goals and a vesting period. The PRSUs fully vested on March 4, 2018.

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.