

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  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rudio Daniel

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President, Controller

(Street)  
MALVERN, PA 19355

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                                                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| 2010 Stock<br>Incentive<br>Plan<br>Performance<br>Shares <sup>(1)</sup>              | 02/26/2014                              |                                                             | A                                       | 802 <sup>(2)</sup>                                                  | A <sup>(3)</sup>                                                                                                   | 802                                                                        | D                                                                 |
| 2010 Stock<br>Incentive<br>Plan<br>Restricted<br>Stock Units<br>(RSU) <sup>(4)</sup> | 02/26/2014                              |                                                             | A                                       | 802                                                                 | A <sup>(3)</sup>                                                                                                   | 4,745                                                                      | D                                                                 |

# Edgar Filing: ENDO HEALTH SOLUTIONS INC. - Form 4

Common  
Stock, par  
value, \$0.01  
per share

02/27/2014<sup>(5)</sup>

F 251 <sup>(6)</sup> D 79.82 2,084 D

<sup>(7)</sup>

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 number.**

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<br>Derivative<br>Security<br>(Instr. 3)                      | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|--------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|
|                                                                          |                                                                    |                                         |                                                             | Code V (A) (D)                       |                                                                                                                 | Date<br>Exercisable Expiration<br>Date                         | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares                              |
| 2010<br>Stock<br>Incentive<br>Plan<br>Stock<br>Options<br><sup>(8)</sup> | \$ 79.33                                                           | 02/26/2014                              |                                                             | A                                    | 2,989                                                                                                           | <sup>(9)</sup> 02/26/2024                                      | Common<br>Stock                                                     | 2,989                                                               |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Rudio Daniel  
C/O ENDO HEALTH SOLUTIONS INC.  
1400 ATWATER DRIVE  
MALVERN, PA 19355

Vice President, Controller

## 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) The performance shares vest upon the Company achieving certain shareholder return targets over a cumulative 3-year period.

Represents target quantity of shares issuable. The exact number of shares issuable will be determined on achievement of certain company

(2) performance targets over a cumulative 3-year period, as determined by the Compensation Committee of the Board of Directors of Endo Pharmaceuticals Holdings Inc. The executive can earn between 0% and 300% of the target shares.

(3) These securities were granted to Mr. Rudio in consideration of his services as the Principal Accounting Officer of Endo Health Solutions Inc.

Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of Endo Health Solutions Inc. common

(4) stock. These restricted stock units (RSUs) are generally exercisable 25% per year on each of February 26, 2015, February 26, 2016, February 26, 2017 and February 26, 2018. Upon vesting, we consider the underlying RSUs to be expired.

(5) Twenty-five percent (25%) of Mr. Rudio's February 27, 2013 grant of restricted stock units (RSUs) vested on February 27, 2014. Upon vesting, certain shares are delivered by the issuer to satisfy tax obligations on shares acquired.

(6) These shares represent stock withheld by the issuer to satisfy tax obligations on shares acquired upon vesting of restricted stock units.

(7) \$79.82 represents the vesting price, which is the average of the high and low share price on February 27, 2014.

(8) Representing the right to buy shares of common stock, par value \$0.01 per share, of Endo Health Solutions Inc.

(9) These stock options are generally exercisable 25% per year on each of February 26, 2015, February 26, 2016, February 26, 2017 and February 26, 2018.

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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