

Blue Buffalo Pet Products, Inc.
Form 4
July 27, 2015

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 *
Invus, L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
Blue Buffalo Pet Products, Inc.
[BUFF]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2015

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O THE INVUS GROUP,
LLC, 750 LEXINGTON AVENUE,
30TH FLOOR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

NEW YORK, NY 10022

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/27/2015		S		28,464,603	D	\$ 20
					114,987,547	D	(1) (2) (3)

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
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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)**

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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 Repo 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
Invus, L.P. C/O THE INVUS GROUP, LLC 750 LEXINGTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	X	X		
Minne Pascal PLACE STE. GUDULE, 19 BRUXELLES, C9 B-1000	X	X		
Artal International S.C.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
Artal International Management S.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
Artal Group S.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
Westend S.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
Stichting Administratiekantoor Westend DE BOELELAAN 7 AMSTERDAM, P7 NL-1083 HJ	X	X		
Invus Advisors, L.L.C. C/O THE INVUS GROUP, LLC 750 LEXINGTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	X	X		

Signatures

INVUS, L.P., By: Invus Advisors, L.L.C., its general partner, By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President	07/27/2015
_____ **Signature of Reporting Person	Date
INVUS ADVISORS, L.L.C., By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President	07/27/2015
_____ **Signature of Reporting Person	Date
ARTAL INTERNATIONAL S.C.A., By: ARTAL INTERNATIONAL MANAGEMENT S.A., its managing partner, By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director	07/27/2015
_____ **Signature of Reporting Person	Date
ARTAL INTERNATIONAL MANAGEMENT S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director	07/27/2015
_____ **Signature of Reporting Person	Date
ARTAL GROUP S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Authorized Person	07/27/2015
_____ **Signature of Reporting Person	Date
WESTEND S.A., By: /s/ Pascal Minne, Name: Pascal Minne, Title: Director	07/27/2015
_____ **Signature of Reporting Person	Date
STICHTING ADMINISTRATIEKANTOOR WESTEND, By: /s/ Pascal Minne, Name: Pascal Minne, Title: Sole Member of the Board	07/27/2015
_____ **Signature of Reporting Person	Date
/s/ Pascal Minne	07/27/2015
_____ **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) These securities are directly held by Invus, L.P.

Invus Advisors, L.L.C. is the general partner of Invus, L.P. Artal International S.C.A. is the managing member of Invus Advisors, L.L.C. The managing partner of Artal International S.C.A. is Artal International Management S.A., which is a wholly owned subsidiary of Artal Group S.A., which is a wholly owned subsidiary of Westend S.A., which is a wholly owned subsidiary of Stichting Administratiekantoor Westend ("Stichting"). Mr. Pascal Minne is the sole member of the board of the Stichting.
- (3) Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

For purposes of Section 16 of the Exchange Act, the Reporting Persons may be deemed to be directors by deputization of the I
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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