

PHIBRO ANIMAL HEALTH CORP
Form 4
December 16, 2014

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 *
Mayflower L.P.

2. Issuer Name and Ticker or Trading Symbol
PHIBRO ANIMAL HEALTH CORP
[PAHC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
22 GRENVILLE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

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

ST. HELIER, Y9 JE4 8PX

(City) (State) (Zip)

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

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 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 | (A) or (D) | Price | | |
| Class A Common Stock | 12/12/2014 | | S | | 26,547 | D | (1) 1,955,914 | I | See Footnote (4) |
| Class A Common Stock | 12/15/2014 | | S | | 22,167 | D | (2) 1,933,747 | I | See Footnote (4) |
| Class A Common Stock | 12/16/2014 | | S | | 54,244 | D | (3) 1,879,503 | I | See Footnote (4) |

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.

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mayflower L.P. 22 GRENVILLE STREET ST. HELIER, Y9 JE4 8PX | | X | | |

Signatures

| | |
|---|------------|
| /s/ Alastair Richardson, authorized signatory for 3i Investments plc, acting as manager of Mayflower LP | 12/16/2014 |
| __Signature of Reporting Person | Date |
| /s/ Alastair Richardson, authorized signatory for 3i Investments plc | 12/16/2014 |
| __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) Shares were sold in multiple transactions at a weighted average price of \$31.3186 per share at prices ranging from \$30.94 to \$31.73. The reporting persons undertake to provide Phibro Animal Health Corp (the "Issuer"), any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (2) Shares were sold in multiple transactions at a weighted average price of \$29.9403 per share at prices ranging from \$29.1312 to \$31.13. The reporting persons undertake to provide the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (3)

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Shares were sold in multiple transactions at a weighted average price of \$29.397 per share at prices ranging from \$29.00 to \$29.77. The reporting persons undertake to provide the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

- (4) Shares are directly held by Mayflower LP ("Mayflower"). Investment and divestment decisions with respect to the shares held by Mayflower are made by the investment committee of 3i Investments plc, which is the manager of Mayflower. 3i Investments plc is an indirect wholly owned subsidiary of 3i Group plc, a public company listed on the London Stock Exchange. 3i Investments plc is advised by 3i Corporation, which is also an indirect wholly owned subsidiary of 3i Group plc.

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.