

SIRONA DENTAL SYSTEMS, INC.

Form 4

March 01, 2016

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 *
Friedman Jonathan I

2. Issuer Name and Ticker or Trading Symbol
SIRONA DENTAL SYSTEMS, INC. [SIRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/29/2016

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
General Counsel and Secretary

C/O SIRONA DENTAL SYSTEMS, INC., 30-30 47TH AVENUE, SUITE 500

(Street)

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

LONG ISLAND CITY,, NY 11101

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/18/2015		M	1,407	\$ 40.03	75,979	D
Common Stock	02/29/2016		D	<u>75,979</u> (1)	<u>(2) (3)</u> 0	0	D

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

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SEC 1474 (9-02)

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On February 29, 2016, pursuant to an Agreement and Plan of Merger, dated as of September 15, 2015 (the "Merger Agreement"), by and among Sirona Dental Systems, Inc. ("Sirona"), DENTSPLY International Inc. ("DENTSPLY") and Dawkins Merger Sub Inc., a wholly owned subsidiary of DENTSPLY ("Merger Sub"), Merger Sub merged with and into Sirona, with Sirona continuing as the surviving entity and a wholly owned subsidiary of DENTSPLY (the "Merger"). Upon completion of the Merger, DENTSPLY changed its corporate name to "DENTSPLY SIRONA Inc."

- (2) Disposed of pursuant to the Merger Agreement in which (x) each share of Sirona common stock issued and outstanding immediately prior to the consummation of the Merger was converted into 1.8142 shares of DENTSPLY common stock, (y) each unvested RSU outstanding immediately prior to the consummation of the Merger was assumed by DENTSPLY and was converted into 1.8142 RSUs of DENTSPLY on the same terms and conditions as were in effect immediately prior to the completion of the Merger, and (z) each PSU outstanding immediately prior to the consummation of the Merger was deemed to be earned at the maximum level of 200% and was converted into DENTSPLY common stock based on the 1.8142 exchange ratio; in each case rounded down to the nearest whole share or RSU, as applicable.
- (3) The exercise price per share of each converted Sirona stock option will be determined by dividing the per share exercise price of such stock option by the 1.8142 exchange ratio, and rounding up to the nearest whole cent.
- (4) Disposed of pursuant to the Merger Agreement in which each outstanding and unexercised option to acquire shares of Sirona common stock, whether or not vested or exercisable, was assumed by DENTSPLY and was converted into an option to acquire shares of DENTSPLY common stock on the same terms and conditions as were in effect immediately prior to the completion of the Merger based on the 1.8142 exchange ratio, rounded down to the nearest whole share.
- (5) The stock options, originally representing the right to purchase a total of 5,625 shares, vest as follows: 1/4 on 11/22/2012, 1/4 on 11/22/2013, 1/4 on 11/22/2014 and the final 1/4 on 11/22/2015.
- (6) The aggregate 6,250 options vest as follows: 25% on 11/20/2013, 25% on 11/20/2014, 25% on 11/20/2015 and the final 25% on 11/20/2016.
- (7) The aggregate 6,152 options vest as follows: 25% on 11/26/2014, 25% on 11/26/2015, 25% on 11/26/2016 and the final 25% on 11/26/2017.
- (8) The aggregate 7,609 options vest as follows: 25% on 11/25/2015, 25% on 11/25/2016, 20% on 11/25/2017, 20% on 11/25/2018 and the final 10% on 11/25/2019.

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