

Mylan N.V.  
Form 4  
March 07, 2017

**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)  
**03/03/2017**

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)
				(A) or (D)	Price		
Ordinary Shares	03/04/2017		M	8,554	A \$ 0	644,515	D
Ordinary Shares	03/04/2017		F	2,745 (1)	D \$ 45.18	641,770	D
Ordinary Shares						1,157	I By 401(k) Plan
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.

**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 Security (Instr. 3 and 4)	Amount of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Option - Right to Buy	\$ 45.18	03/03/2017		A		106,558		<u>(2)</u>	03/03/2027	Ordinary Shares	106,558
Restricted Stock Units	\$ 0	03/03/2017		A		60,425		<u>(3)</u>	<u>(3)</u>	Ordinary Shares	60,425
Restricted Stock Units	\$ 0	03/04/2017		M		8,554		<u>(4)</u>	<u>(4)</u>	Ordinary Shares	8,554

## 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/ Bradley L. Wideman, by power of attorney 03/07/2017

\_\_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 November 17, 2015.
  - (2) These options vest in three equal annual installments beginning on March 3, 2018 and expire on March 3, 2027.
  - (3) Each RSU represents the right to receive one ordinary share of Mylan N.V. The RSUs vest in three equal annual installments beginning on March 3, 2018.
  - (4) Each RSU represents the right to receive one ordinary share of Mylan N.V. One-third of the RSUs granted on November 17, 2015 vested on each of March 4, 2016 and March 4, 2017, and the remainder of this award will vest 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.