

ASHKEN IAN G H
Form 4/A
December 01, 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 *
ASHKEN IAN G H

2. Issuer Name and Ticker or Trading Symbol
Platform Specialty Products Corp [PAH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2017

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

C/O PLATFORM SPECIALTY PRODUCTS CORP., 1450 CENTREPARK BLVD, SUITE 210

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/02/2017

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

WEST PALM BEACH, FL 33401

(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, par value \$0.01 per share | 10/02/2017 | | S | | 227,857 | D | \$ 7.63 |
| | | | | | | (1) | (2) |
| | | | | | 227,880 | I | (3) (4) |
| Common Stock, par value \$0.01 per share | | | | | 1,182,937 | I | By Mariposa Acquisition, LLC |
| | | | | | | | By IGHA Holdings, LLLP (3) (4) |

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) On October 2, 2017, the reporting person sold the LP Interest (as defined in footnote 3 below) to a trust for an installment note as further described in footnote 2 below.
- (2) The reported per share price is the portion of the fair market value of the LP Interest for federal gift tax purposes representing the value of the shares reported as sold herein, as determined pursuant to a third-party appraisal.
- Prior to the sale transaction reported herein, through a series of indirect transfers for estate planning purposes, all of which were exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") pursuant to Rule 16a-13 promulgated thereunder, the reporting person transferred all of his interest in the shares previously reported as owned by the reporting person through his revocable trust and Tasburgh LLC, in each case, which were then held by the revocable trust to a newly formed limited liability limited partnership, IGHA Holdings, LLLP (the "LLL"), of which the reporting person was, at the time of such transfers, the indirect general partner and holder of all general partnership interests of the LLLP and the indirect sole limited partner and holder of all limited partnership interests of LLLP (such limited partnership interests being the "LP Interest").
- (3) Following the sale transaction reported herein, the reporting person will continue to control the general partner of the LLLP. As a result of the foregoing, the reporting person may be deemed to have beneficial ownership (as determined under Section 16 of the Exchange Act) of the shares held by the LLLP to the extent of his pecuniary interest therein.
- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- (5) These RSUs will vest on the earlier of June 5, 2018 and the date of the next annual meeting of stockholders of the Issuer, provided that the reporting person continues to serve as a director of the Issuer through and on such vesting date. The RSUs may, in certain circumstances, become immediately vested as of the date of a change in control of the Issuer.
- (6) Each share of Series A Preferred Stock is convertible at any time at the election of the holder, on a one-for-one basis, into shares of the Issuer's common stock for no additional consideration. The Series A Preferred Stock shall automatically convert into the Issuer's common stock upon the earlier to occur of (i) a change of control of the Issuer or (ii) December 31, 2020 (unless extended in accordance with the terms of the Series A Preferred Stock).
- (7)

Remarks:

The reporting person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest

EXPLANATORY NOTE: THIS AMENDMENT ON FORM 4/A IS BEING FILED TO AMEND THE FORM 4 FILED ON

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.