

Alkermes plc.

Form 4

December 08, 2016

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

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRATES JAMES M

(Last) (First) (Middle)

**CONNAUGHT HOUSE, 1
BURLINGTON ROAD**

(Street)

DUBLIN 4 Ireland

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Alkermes plc. [ALKS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Alks Inc; CFO ALKS

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	12/07/2016		M ⁽¹⁾	13,731 A	\$ 15.95 126,073 ⁽²⁾	D	
Ordinary Shares	12/07/2016		M ⁽¹⁾	10,000 A	\$ 11.74 136,073	D	
Ordinary Shares	12/07/2016		S ⁽³⁾	5,496 D	\$ 55.6454 ⁽⁴⁾ 130,577	D	
Ordinary Shares	12/07/2016		S ⁽³⁾	17,379 D	\$ 56.4375 ⁽⁵⁾ 113,198	D	
	12/07/2016		S ⁽³⁾	856 D	112,342	D	

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Ordinary Shares	\$ 57.2167 <u>(6)</u>			
Ordinary Shares	4,000	I	By Sons	
Ordinary Shares	41,041	I	By 2014 GRAT <u>(7)</u>	
Ordinary Shares	16,562	I	By 2015 GRAT <u>(8)</u>	
Ordinary Shares	11,421	I	By 2015 GRAT No. 2 <u>(9)</u>	

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

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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)

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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 15.95	12/07/2016		M ⁽¹⁾	13,731	⁽¹⁰⁾ 06/01/2017	Ordinary Shares	13,731
Employee Stock Option (Right to Buy)	\$ 11.74	12/07/2016		M ⁽¹⁾	10,000	⁽¹⁰⁾ 05/17/2020	Ordinary Shares	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRATES JAMES M CONNAUGHT HOUSE 1 BURLINGTON ROAD DUBLIN 4 Ireland			SVP, Alks Inc; CFO ALKS	

Signatures

/s/ Jennifer Baptiste, attorney-in-fact for James M. Frates

12/08/2016

__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) This option exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Includes 18,579 shares received on December 5, 2016 pursuant to an annuity payment from the James M. Frates Grantor Retained

(2) Annuity Trust No. 2 dated November 25, 2015 (the "2015 GRAT No. 2") which was exempt from reporting obligations by virtue of Rule 16a-13 promulgated under the Securities Exchange Act of 1934, as amended.

(3) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$55.09 to \$56.08. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

(5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$56.10 to \$57.06. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

(6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$57.14 to \$57.33. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

(7) Shares held by James M. Frates Grantor Retained Annuity Trust dated March 14, 2014 (the "GRAT"). The Reporting Person is a trustee and beneficiary of the GRAT and may be deemed to hold voting and dispositive power with regard to the reported shares held by the GRAT.

(8) Shares held by the James M. Frates Grantor Retained Annuity Trust dated May 29, 2015 (the "2015 GRAT"). The Reporting Person is a trustee and beneficiary of the 2015 GRAT and may be deemed to hold voting and dispositive power with regard to the reported shares held by the 2015 GRAT.

(9) Shares held by the James M. Frates Grantor Retained Annuity Trust No. 2 dated November 25, 2015 (the "2015 GRAT No. 2"). The Reporting Person is a trustee and beneficiary of the 2015 GRAT No. 2 and may be deemed to hold voting and dispositive power with regard to the reported shares held by the 2015 GRAT No. 2.

(10) These options are fully vested in accordance with their terms.

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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