SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[DUFFY MICHAEL P](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001237200)

(Last) (First) (Middle)

C/O LANTHEUS HOLDINGS, INC.

331 TREBLE COVE ROAD

2. Issuer Name **and** Ticker or Trading Symbol

[Lantheus Holdings, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001521036) [ LNTH ]

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

01/10/2018

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

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

See Remarks

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) |  |  |  |
|  | NORTH | MA | 01862 |  |
|  | BILLERICA |  |
|  |  |  |  |
|  |  |  |  |  |
|  | (City) | (State) | (Zip) |  |

4. If Amendment, Date of 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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | **2. Transaction** | **2A. Deemed** | **3.** | **4. Securities Acquired (A) or** |  | **5. Amount of** | **6. Ownership** | **7. Nature** |  |
|  |  |  |  | **Date** |  | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** |  | **Securities** | **Form: Direct** | **of Indirect** |  |
|  |  |  |  | **(Month/Day/Year)** | **if any** |  | **Code (Instr.** |  |  |  |  | **Beneficially** | **(D) or Indirect** | **Beneficial** |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  |  | **Owned Following** | **(I) (Instr. 4)** | **Ownership** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** |  | **Transaction(s)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock |  | 01/10/2018 |  |  | M(1) | 4,483 | A | $5.62 |  | 156,784 |  | D |  |  |  |  |
|  | Common Stock |  | 01/10/2018 |  |  | M(1) | 17,172 | A | $5.62 |  | 173,956 |  | D |  |  |  |  |
|  | Common Stock |  | 01/10/2018 |  |  | S(1) | 21,655 | D | $22.4018(2) | 152,301 |  | D |  |  |  |  |
|  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** |  |  |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** |  | **5. Number** | **6. Date Exercisable and** | **7. Title and Amount** | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | **of Securities** | **Derivative** | **derivative** |  | **Ownership** | **of Indirect** |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | **Underlying** | **Security** | **Securities** |  | **Form:** | **Beneficial** |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** |  | **Securities** |  |  | **Derivative Security** | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  |  | **Derivative** |  |  |  |  | **Acquired** |  |  | **(Instr. 3 and 4)** |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** |  |
|  |  | **Security** |  |  |  |  | **(A) or** |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  | **Disposed** |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  |  | **Transaction(s)** |  |  |  |  |  |
|  |  |  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code** | **V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | $5.62 | 01/10/2018 |  | M(1) |  | 4,483 | (3) | 04/04/2018 | Common | 4,483 |  | $0.00 | 0 |  | D |  |  |  |  |
|  | (right to |  |  | Stock |  |  |  |  |  |  |
|  | buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | $5.62 | 01/10/2018 |  | M(1) |  | 17,172 | (4) | 04/04/2018 | Common | 17,172 |  | $0.00 | 0 |  | D |  |  |  |  |
|  | (right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |

buy)

**Explanation of Responses:**

1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2017.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $22.30 to $22.675, inclusive. The reporting person undertakes to provide to Lantheus Holdings, Inc., ("LNTH") any security holder of LNTH or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.
3. This option, originally representing a right to purchase a total of 44,483 shares of common stock, became exercisable in five equal annual installments beginning on April 4, 2009.
4. This option, originally representing a right to purchase a total of 44,485 shares of common stock, became exercisable based on LNTH's satisfaction of certain performance criteria for each of the fiscal years ending 2008, 2009, 2010, 2011 and 2012. Certain of the performance criteria for 2008 and 2009 were met, resulting in the vesting of this option as to an aggregate of 17,172 shares of common stock.

**Remarks:**

SVP, General Counsel and Secretary

|  |  |
| --- | --- |
| /s/ Michael P. Duffy | 01/12/2018 |
|  |  |  |
| \*\* Signature of Reporting Person | Date |

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**