

VV Value Vals AG
Form 4
August 09, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VV Value Vals AG

2. Issuer Name **and** Ticker or Trading
Symbol
DEAN FOODS CO [DF]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
MITTLAGADA,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2018

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

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

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

VALS, V8 7132

(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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 08/07/2018 | | P | Amount 350,000 (1) | Price \$ 8.3065 (1) | 9,500,000 | I |
| | | | | | | | See Notes (2) (3) |

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.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| VV Value Vals AG MITTLAGADA VALS, V8 7132 | |
| XO Holding AG BAHNHOFSTRASSE 21 CHUR, V8 7001 | |
| Priora Holding AG KANTONSSTRASSE 150 FREIENBACH, V8 8807 | |
| Profectio Beteiligungen AG C/O DR. IUR. MARCO TOLLER BAHNHOFSTRASSE 7 CHUR, V8 7000 | |
| STOFFELpart Asset AG BAHNHOFSTRASSE 21 CHUR, V8 7001 | |
| Stoffel Remo C/O STOFFELPART ASSET AG BAHNHOFSTRASSE 21 CHUR, V8 7001 | |

Signatures

See Exhibit 99.1 for
signatures

08/09/2018

__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) The number of securities reported represents an aggregate number of shares purchased in multiple market transactions over a range of purchase prices. The price reported represents the weighted-average price per share. The Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares purchased at each separate price within the range. Purchase prices range from \$8.25 to \$8.45 per share, inclusive.

(2) Each of XO Holding AG, as the sole stockholder of VV Value Vals AG, Priora Holding AG, as the sole stockholder of XO Holding AG, Profectio Beteiligungen AG, as the sole stockholder of Priora Holding AG, STOFFELpart Asset AG, as the sole stockholder of Profectio Beteiligungen AG, and Remo Stoffel, as the sole stockholder of STOFFELpart Asset AG, may be deemed to share voting and dispositive power over, and may be deemed to beneficially own, the shares of common stock of the Issuer directly owned by VV Value Vals AG.

(3) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

See Exhibit 99.1, Joint Filer Information, incorporated herein by reference.

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.