

KEURIG GREEN MOUNTAIN, INC.  
Form 4  
March 03, 2016

**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 \*  
HAYES JOHN D

2. Issuer Name and Ticker or Trading Symbol  
KEURIG GREEN MOUNTAIN, INC. [GMCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2016

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

33 COFFEE LANE

(Street)

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

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

WATERBURY, VT 05676

(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 Beneficial Ownership (Instr. 4)
Common Stock	03/03/2016		D <sup>(1)</sup>	9,123 D	\$ 92 <sup>(2)</sup> 0	D	

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)**

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 77.14	03/03/2016		D <sup>(3)</sup>	633	<sup>(3)</sup> 07/01/2023 <sup>(3)</sup>	Common Stock	633
Phantom Stock	<sup>(4)</sup>	03/03/2016		D <sup>(1)</sup>	2,603	<sup>(4)</sup> <sup>(4)</sup>	Common Stock	2,603

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYES JOHN D 33 COFFEE LANE WATERBURY, VT 05676		X		

## Signatures

/s/ Jessica H. Collins, pursuant to Power of Attorney  
 03/03/2016  
 \*\*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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of December 6, 2015, by and among the Issuer, JAB Holdings B.V., Acorn Holdings B.V., and Maple Holdings Acquisition Corp. (the "Merger Agreement").
- (2) Disposed of pursuant to the Merger Agreement in exchange for \$92.00 for each share of the Issuer's common stock held by Reporting Person.  
 Pursuant to the Merger Agreement, this option was cancelled as of March 3, 2016 in exchange for a cash payment equal to the product of  
 (3) (i) the number of shares of the Issuer's common stock subject to the option multiplied by (ii) the excess of \$92.00 over the per share exercise price of the option.
- (4) As of the effective date of the Merger, each phantom stock was canceled and converted into the right to receive an amount of cash, equal to the product of (i) the number of shares of the Issuer's common stock issuable upon conversion of such phantom stock unit multiplied by (ii) \$92.00 per share.

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.