

KEURIG GREEN MOUNTAIN, INC.

Form 4

March 03, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEEMPUTTE PETER G

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)
33 COFFEE LANE
(Street)

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

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

WATERBURY, VT 05676

4. If Amendment, Date 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

(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	03/03/2016		D ⁽¹⁾	5,000 D	\$ 92 0 ⁽²⁾	D	

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
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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 52.98	03/03/2016		D ⁽¹⁾	31,616	⁽³⁾ 12/01/2025 ⁽³⁾	Common Stock	31,616
Restricted Stock Units	⁽⁴⁾	03/03/2016		D ⁽¹⁾	6,494	⁽⁴⁾ ⁽⁴⁾	Common Stock	6,494
Restricted Stock Units	⁽⁴⁾	03/03/2016		D ⁽¹⁾	10,538	⁽⁴⁾ ⁽⁴⁾	Common Stock	10,538
Performance Stock Units	⁽⁵⁾	03/03/2016		D ⁽¹⁾	6,282	⁽⁵⁾ ⁽⁵⁾	Common Stock ⁽⁴⁾	6,282

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEEMPUTTE PETER G 33 COFFEE LANE WATERBURY, VT 05676	Chief Financial Officer

Signatures

/s/ Jessica H. Collins, pursuant to a 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, Acorn Holdings B.V., Maple Holdings Acquisition Corp. and, solely for purposes of Article IX therein, JAB Holdings B.V.(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.
- Pursuant to the Merger Agreement, as of the effective date of the Merger, each restricted stock unit, whether vested or unvested, was
- (4) 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 restricted stock unit multiplied by (ii) \$92.00 per share.

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- (5) Represents previously unearned performance stock units. Pursuant to the Merger Agreement, as of the effective date of the Merger, each performance stock unit 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 performance stock unit paid out at 100% of target 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.

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