

PHIBRO ANIMAL HEALTH CORP

Form 4

April 16, 2014

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 *
Mayflower L.P.

2. Issuer Name and Ticker or Trading
Symbol

PHIBRO ANIMAL HEALTH CORP
[PAHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

22 GRENVILLE STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/14/2014

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

ST. HELIER, Y9 JE4 8PX

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/14/2014		J ⁽¹⁾		20,610,000	D	⁽¹⁾	0	I	See Footnote ⁽²⁾
Class A Common Stock	04/14/2014		J ⁽¹⁾		9,109,620	A	⁽¹⁾	9,109,620	I	See Footnote ⁽²⁾
Class A Common Stock	04/16/2014		S		6,323,867	D	\$ 13.9875	2,785,753	I	See Footnote ⁽²⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				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
Mayflower L.P. 22 GRENVILLE STREET ST. HELIER, Y9 JE4 8PX			X	

Signatures

/s/ Alastair Richardson, authorized signatory for 3i Investments plc, acting as manager of Mayflower LP 04/16/2014

__Signature of Reporting Person Date

/s/ Alastair Richardson, authorized signatory for 3i Investments plc 04/16/2014

__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) Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer filed with the Secretary of State of Delaware on April 14, 2014, each share of Common Stock was reclassified as and converted into 0.442 shares of a single class of Class A Common Stock, resulting in an exempt disposition to the Issuer pursuant to Rule 16b-3(e) and Rule 16b-7(a)(2), and a corresponding exempt acquisition from the Issuer pursuant to Rule 16b-3(d) and Rule 16b-7(a)(1), in each case, as promulgated under the Securities Exchange Act of 1934.

(2) Shares are directly held by Mayflower LP ("Mayflower"). Investment and divestment decisions with respect to the shares held by Mayflower are made by the investment committee of 3i Investments plc, which is the manager of Mayflower. 3i Investments plc is an indirect wholly owned subsidiary of 3i Group plc, a public company listed on the London Stock Exchange. 3i Investments plc is advised by 3i Corporation, which is also an indirect wholly owned subsidiary of 3i Group plc.

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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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