

Feld Peter A
Form 4
December 11, 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 *
Feld Peter A

(Last) (First) (Middle)

777 THIRD AVENUE, 18TH
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SYMANTEC CORP [SYMC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock, \$0.01 Par Value	12/07/2018		A	6,764 (1)	A \$ 0 6,764	D	
Common Stock, \$0.01 Par Value	12/07/2018		A	1,229 (2)	A \$ 21.78 7,993	D	
Common Stock, \$0.01 Par Value					4,210,233	I	By Starboard Value and Opportunity Master Fund

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Common Stock, \$0.01 Par Value	759,748	I	Ltd ⁽³⁾ By Starboard Value and Opportunity S LLC ⁽⁴⁾
Common Stock, \$0.01 Par Value	437,113	I	By Starboard Value and Opportunity C LP ⁽⁵⁾
Common Stock, \$0.01 Par Value	1,198,198	I	By Starboard Leaders Tango LLC ⁽⁶⁾
Common Stock, \$0.01 Par Value	1,604,333	I	By Starboard Leaders Select VI LP ⁽⁷⁾
Common Stock, \$0.01 Par Value	16,292,171	I	By Managed Accounts of Starboard Value LP ⁽⁸⁾

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

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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Forward Purchase Contract	(9)					(9)	12/04/2019	Common Stock, \$0.01 Par Value	8,783,095

Forward Purchase Contract	(9)	(9)	12/04/2019	Common Stock, \$0.01 Par Value	930,000
Forward Purchase Contract	(9)	(9)	12/04/2019	Common Stock, \$0.01 Par Value	530,000
Forward Purchase Contract	(9)	(9)	12/04/2019	Common Stock, \$0.01 Par Value	1,255,905

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feld Peter A 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017	X			

Signatures

/s/ Peter A. Feld 12/11/2018

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) In connection with the Reporting Person's service as a non-employee director of the Issuer, pursuant to the non-employee director grant policy, such Reporting Person has been granted restricted stock units. 100% of the restricted stock units vest on grant date.
- (2) Shares issued pursuant to 2000 Director Equity Incentive Plan, as amended.

Securities owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard

- (3) Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and

- (4) as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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- Securities owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard
- (5) C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Securities owned directly by Starboard Leaders Tango LLC ("Starboard Tango LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard
- (6) Tango LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Tango LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Securities owned directly by Starboard Leaders Select VI LP ("Starboard Select VI LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard
- (7) Select VI LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard Select VI LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Securities held in certain accounts managed by Starboard Value LP (the "Starboard Value LP Accounts"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP,
- (8) and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Starboard Value LP Accounts for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Value LP through one of the Starboard Value LP Accounts entered into forward purchase contracts with Morgan Stanley as the counterparty providing for the purchase of an aggregate of 8,783,095, 930,000, 530,000 and 1,255,905 shares of Common Stock, respectively (the "Forward Contracts"). Each of the Forward
- (9) Contracts has a final valuation date of December 4, 2019, however, each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Value LP has the ability to elect early settlement after serving notice to Morgan Stanley of such intention at least two (2) scheduled trading days in advance of the desired early final valuation date. The Forward Contracts provide for physical settlement. Until the settlement date, none of the Forward Contracts give Starboard V&O Fund, Starboard S LLC, Starboard C LP or Starboard Value LP voting or dispositive control over the Shares to which such contracts relate.

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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