

FRANKLIN MARTIN E
Form 4
October 02, 2017

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 *
FRANKLIN MARTIN E

2. Issuer Name and Ticker or Trading Symbol
Platform Specialty Products Corp [PAH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2017

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

C/O PLATFORM SPECIALTY PRODUCTS CORP., 1450 CENTREPARK BLVD, SUITE 210

(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

WEST PALM BEACH, FL 33401

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	10/02/2017		S		2,437,205	D (1)	(2) 2,437,449 (3) (4)
						I (3) (4)	By MEF Holdings, LLLP (3) (4)
Common Stock, par value \$0.01 per share	10/02/2017		S		4,041,650	D (1)	(2) 10,449,987 (3) (4)
						I (3) (4)	By Mariposa Acquisition, LLC (3) (4)

Common Stock, par value \$0.01 per share 243,110 I By RSMA, LLC

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

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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. Amount or Number of Shares
Series A Preferred Stock, par value \$0.01 per share	(5)	10/02/2017		S	409,966 (1)	(5) (5)	Common Stock	409,966

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN MARTIN E C/O PLATFORM SPECIALTY PRODUCTS CORP. 1450 CENTREPARK BLVD, SUITE 210 WEST PALM BEACH, FL 33401	X			

Signatures

/s/ Desiree DeStefano as Attorney-in-Fact for Martin E. Franklin 10/02/2017
 **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) On October 2, 2017, the reporting person sold the LP Interest (as defined in footnote 3 below) to a trust for an installment note as further described in footnote 2 below.
 - (2) The purchase price for the sale of the LP Interest is the fair market value of the LP Interest for Federal gift tax purposes to be evidenced by an installment note for such amount as determined pursuant to a third-party appraisal.

Prior to the sale transaction reported herein, through a series of indirect transfers for estate planning purposes, all of which were exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") pursuant to Rule 16a-13 promulgated thereunder, the reporting person transferred (i) all of his interest in the shares previously reported as owned by the reporting person
 - (3) through his revocable trust and (ii) 3,868 units of Mariposa Acquisition, LLC ("Mariposa"), in each case, which were then held by the revocable trust to a newly formed limited liability limited partnership, MEF Holdings, LLLP (the "LLL"), of which the reporting person was, at the time of such transfers, the indirect general partner and holder of all general partnership interests of the LLLP and the indirect sole limited partner and holder of all limited partnership interests of LLLP (such limited partnership interests being the "LP Interest").

Following the sale transaction reported herein, the reporting person will continue to control the general partner of the LLLP and will
 - (4) continue to serve as the managing member of Mariposa. As a result of the foregoing, the reporting person may be deemed to have beneficial ownership (as determined under Section 16 of the Exchange Act) of the shares held by the LLLP and Mariposa, respectively, to the extent of his pecuniary interest therein.

Each share of Series A Preferred Stock is convertible at any time at the election of the holder, on a one-for-one basis, into shares of the
 - (5) Issuer's common stock for no additional consideration. The Series A Preferred Stock shall automatically convert into the Issuer's common stock upon the earlier to occur of (i) a change of control of the Issuer or (ii) December 31, 2020 (unless extended in accordance with the terms of the Series A Preferred Stock).

Remarks:

The reporting person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest

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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