SIRONA DENTAL SYSTEMS, INC.

Form 4

March 01, 2016

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

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

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Friedman Jonathan I

Symbol

(Check all applicable)

SIRONA DENTAL SYSTEMS.

INC. [SIRO]

3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify

(Month/Day/Year) 02/29/2016

below) General Counsel and Secretary

C/O SIRONA DENTAL SYSTEMS. INC., 30-30 47TH AVENUE, SUITE

(Street)

(First)

(Middle)

(Zip)

500

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

#### LONG ISLAND CITY,, NY 11101

(State)

. •	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Beneficiary Ov								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit		•	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3,	4 and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					( 4 )		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			G 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common Stock	12/18/2015		M	1,407	A	\$ 40.03	75,979	D	
Common Stock	02/29/2016		D	75,979 (1)	D	(2) (3)	0	D	

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day,	ate	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
Option (right to buy)	\$ 40.03	12/18/2015		M	1,407	<u>(6)</u>	11/22/2021	Common Stock	1,407
Option (right to buy)	\$ 62.2 (4)	02/29/2016		D	3,126 (5)	<u>(7)</u>	11/20/2022	Common Stock	3,126
Option (right to buy)	\$ 67.59 (4)	02/29/2016		D	4,614 (5)	(8)	11/26/2023	Common Stock	4,614
Option (right to buy)	\$ 86 (4)	02/29/2016		D	7,609 (5)	<u>(9)</u>	11/25/2024	Common Stock	7,609

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Friedman Jonathan I C/O SIRONA DENTAL SYSTEMS, INC. 30-30 47TH AVENUE, SUITE 500 LONG ISLAND CITY,, NY 11101

General Counsel and Secretary

8. l De Sec (In

## **Signatures**

/s/ Michael Friedlander Attorney-in-Fact for Jonathan I. Friedman

03/01/2016

\*\*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) Includes 4,318 performance stock units ("PSU") and 11,062 restricted stock units ("RSU").

Reporting Owners 2

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- On February 29, 2016, pursuant to an Agreement and Plan of Merger, dated as of September 15, 2015 (the "Merger Agreement"), by and among Sirona Dental Systems, Inc. ("Sirona"), DENTSPLY International Inc. ("DENTSPLY") and Dawkins Merger Sub Inc., a wholly owned subsidiary of DENTSPLY ("Merger Sub"), Merger Sub merged with and into Sirona, with Sirona continuing as the surviving entity and a wholly owned subsidiary of DENTSPLY (the "Merger"). Upon completion of the Merger, DENTSPLY changed its corporate
  - Disposed of pursuant to the Merger Agreement in which (x) each share of Sirona common stock issued and outstanding immediately prior to the consummation of the Merger was converted into 1.8142 shares of DENTSPLY common stock, (y) each unvested RSU outstanding immediately prior to the consummation of the Merger was assumed by DENTSPLY and was converted into 1.8142 RSUs of DENTSPLY
- (3) on the same terms and conditions as were in effect immediately prior to the completion of the Merger, and (z) each PSU outstanding immediately prior to the consummation of the Merger was deemed to be earned at the maximum level of 200% and was converted into DENTSPLY common stock based on the 1.8142 exchange ratio; in each case rounded down to the nearest whole share or RSU, as applicable.
- (4) The exercise price per share of each converted Sirona stock option will be determined by dividing the per share exercise price of such stock option by the 1.8142 exchange ratio, and rounding up to the nearest whole cent.
- Disposed of pursuant to the Merger Agreement in which each outstanding and unexercised option to acquire shares of Sirona common stock, whether or not vested or exercisable, was assumed by DENTSPLY and was converted into an option to acquire shares of DENTSPLY common stock on the same terms and conditions as were in effect immediately prior to the completion of the Merger based on the 1.8142 exchange ratio, rounded down to the nearest whole share.
- (6) The stock options, originally representing the right to purchase a total of 5,625 shares, vest as follows: 1/4 on 11/22/2012, 1/4 on 11/22/2013, 1/4 on 11/22/2014 and the final 1/4 on 11/22/2015.
- (7) The aggregate 6,250 options vest as follows: 25% on 11/20/2013, 25% on 11/20/2014, 25% on 11/20/2015 and the final 25% on 11/20/2016.
- (8) The aggregate 6,152 options vest as follows: 25% on 11/26/2014, 25% on 11/26/2015, 25% on 11/26/2016 and the final 25% on 11/26/2017.
- (9) The aggregate 7,609 options vest as follows: 25% on 11/25/2015, 25% on 11/25/2016, 20% on 11/25/2017, 20% on 11/25/2018 and the final 10% on 11/25/2019.

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.

name to "DENTSPLY SIRONA Inc."