Lantheus Holdings, Inc.

Form 4 June 25, 2015

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

Lantheus Holdings, Inc. [LNTH]

(Print or Type Responses)

1. Name and Address of Reporting Person * Dawes William C. Jr.

(First) (Middle) (Last)

C/O LANTHEUS HOLDINGS. INC., 331 TREBLE COVE ROAD

(Street)

06/25/2015

(Month/Day/Year)

3. Date of Earliest Transaction

Symbol

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

NORTH BILLERICA, MA 01862

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

VP Mfrg and Operations

6. Ownership

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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities Acquired 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Option (right to buy)	\$ 5.62	06/25/2015		D <u>(1)</u>			35,508	<u>(1)</u>	04/04/2018	Common Stock	35,50
Stock Option (right to buy)	\$ 5.62	06/25/2015		A <u>(1)</u>		35,508		<u>(1)</u>	04/04/2018	Common Stock	35,50

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Dawes William C. Jr. C/O LANTHEUS HOLDINGS, INC. 331 TREBLE COVE ROAD NORTH BILLERICA, MA 01862

VP Mfrg and Operations

Signatures

/s/ Michael P. Duffy, attorney-in-fact

06/25/2015

**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).

The reported transactions involve an amendment applicable to outstanding unvested options, resulting in the deemed cancellation of the "old" options and the grant of replacement options. The options were originally granted on April 4, 2008 and provide for vesting in up to

(1) five equal annual installments, based on the level of LNTH's satisfaction of certain performance criteria for each of fiscal years 2008, 2009, 2010, 2011 and 2012. The amendment provides for additional vesting on the third anniversary of the amendment date (or the day before any earlier expiration) of any options that remain unvested at that time.

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.

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