

VCA INC

Form 4

February 26, 2016

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANTIN ROBERT L

(Last) (First) (Middle)

C/O VCA INC., 12401 WEST  
OLYMPIC BOULEVARD

(Street)

LOS ANGELES, CA 90064

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
VCA INC [WOOF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2016

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)

CEO, President &amp; Chairman

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 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, par value \$0.001 per share	02/25/2016		A	65,301 (1)	A \$ 0 260,010	D	
Common Stock, par value \$0.001 per share	02/25/2016		F	9,021 (2)	D \$ 51.52 250,989	D	
Common Stock, par	02/25/2016		G V	7,305 (3)	D \$ 0 243,684	D	

value  
\$0.001 per  
share

Common  
Stock, par  
value  
\$0.001 per  
share

02/25/2016

A

52,718  
(4)

A

\$ 0

296,402

D

Common  
Stock, par  
value  
\$0.001 per  
share

02/25/2016

G

V

7,305

A

\$ 0

2,108,491

I

See  
footnote  
(5)

Common  
Stock, par  
value  
\$0.001 per  
share

404,991

I

See  
footnote  
(6)

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

ANTIN ROBERT L  
C/O VCA INC.  
12401 WEST OLYMPIC BOULEVARD  
LOS ANGELES, CA 90064

X

CEO, President & Chairman

## Signatures

/s/ Robert L.  
Antin

02/25/2016

\_\_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) Represents an award of performance based restricted stock units granted under the Issuer's 2006 Equity Incentive Plan. Each restricted stock unit represents the right to receive one share of the Issuer's common stock, par value \$0.001 per share. These restricted stock units vest in four equal annual installments on February 25, 2016, October 7, 2016, October 7, 2017, and October 7, 2018, subject to the terms and conditions set forth in the applicable restricted stock unit award agreement.

(2) Reflects the number of shares of common stock withheld by the Issuer to pay the tax liability of the Reporting Person in connection with the settlement of vested restricted stock units previously granted to the Reporting Person.

(3) Represents the transfer of shares to a trust (the "Trust") of which the Reporting Person is trustee.

(4) Represents an award of performance based restricted stock units granted under the Issuer's 2015 Equity Incentive Plan. Each restricted stock unit represents the right to receive one share of the Issuer's common stock, par value \$0.001 per share. These restricted stock units vest in four equal annual installments on October 7, 2016, October 7, 2017, October 7, 2018, and October 7, 2019, subject to the terms and conditions set forth in the applicable restricted stock unit award agreement.

(5) These shares are held for the account of the Trust. The Reporting Person continues to report beneficial ownership of the shares held for the account of the Trust but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(6) These shares are held for the account of a limited liability company for which the Reporting Person serves as manager and which is owned by trusts established for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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.