

ENDO HEALTH SOLUTIONS INC.

Form 4

February 25, 2014

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 *
Gergel Ivan P.

2. Issuer Name **and** Ticker or Trading
Symbol
ENDO HEALTH SOLUTIONS INC.
[ENDP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O ENDO HEALTH SOLUTIONS
INC., 1400 ATWATER DRIVE

02/22/2014

EVP, R&D and CSO

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MALVERN, PA 19355

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value, \$.01 per share	02/22/2014 ⁽¹⁾		F		1,531 (2)	\$ 77.26 (3)	13,883 D
Common Stock, par value, \$.01 per share	02/23/2014 ⁽⁴⁾		F		1,517 (2)	\$ 77.26 (5)	15,695 D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gergel Ivan P.
C/O ENDO HEALTH SOLUTIONS INC.
1400 ATWATER DRIVE
MALVERN, PA 19355

EVP, R&D and CSO

Signatures

/s/ Caroline B. Manogue, by power of
attorney

02/25/2014

**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) Twenty-five percent (25%) of Dr. Gergel's February 22, 2012 grant of restricted stock units (RSUs) vested on February 22, 2014. Upon vesting, certain shares are delivered by the issuer to satisfy tax obligations on shares acquired.
- (2) These shares represent stock withheld by the Company to satisfy tax withholding obligations on shares acquired upon vesting of restricted stock units.
- (3) \$77.26 represents the vesting price, which is the average of the high and low share price on the vesting date. As February 22, 2014 was a Saturday, the average of the high and low price of Company stock traded on the prior trading day was utilized.
- (4) Twenty-five percent (25%) of Dr. Gergel's February 23, 2011 grant of restricted stock units (RSUs) vested on February 23, 2014. Upon vesting, certain shares are delivered by the issuer to satisfy tax obligations on shares acquired.

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- (5) \$77.26 represents the vesting price, which is the average of the high and low share price on the vesting date. As February 23, 2014 was a Sunday, the average of the high and low price of Company stock traded on the prior trading day was utilized.

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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