

TOCKMAN CRAIG
Form 4
August 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
TOCKMAN CRAIG

(Last) (First) (Middle)

C/O ABAXIS, INC, 3240 WHIPPLE ROAD

(Street)

UNION CITY, CA 94587

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ABAXIS INC [ABAX]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)
VP-Sales & Mktg, Animal Health

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (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)
				(A) or (D) Price			
Common Stock	07/31/2018		D	V Amount (D) \$ 83 (1)	0	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0	07/31/2018		D	6,300	(2) (3)	Common Stock
Restricted Stock Units	\$ 0	07/31/2018		D	7,650	(2) (3)	Common Stock
Restricted Stock Units	\$ 0	07/31/2018		D	8,550	(2) (3)	Common Stock
Restricted Stock Units	\$ 0	07/31/2018		D	9,000	(2) (3)	Common Stock
Performance-Based Restricted Stock Units	\$ 0	07/31/2018		D	6,000	(4) (3)	Common Stock
Performance-Based Restricted Stock Units	\$ 0	07/31/2018		D	6,000	(4) (3)	Common Stock
Performance-Based Restricted Stock Units	\$ 0	07/31/2018		D	16,000	(4) (3)	Common Stock
Performance-Based Restricted Stock Units	\$ 0	07/31/2018		D	16,000	(4) (3)	Common Stock
Performance-Based Restricted Stock Units	\$ 0	07/31/2018		D	8,000	(4) (3)	Common Stock
Performance-Based Restricted Stock Units	\$ 0	07/31/2018		D	8,000	(4) (3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOCKMAN CRAIG C/O ABAXIS, INC 3240 WHIPPLE ROAD			VP-Sales & Mktg, Animal Health	

UNION CITY, CA 94587

Signatures

/s/ Craig
Tockman

08/02/2018

__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).

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated May 15, 2018, by and among Abaxis, Inc., a California corporation (the "Issuer"), Zoetis Inc., a Delaware corporation ("Parent"), and Zeus Merger Sub, Inc., a California corporation and an indirect wholly owned subsidiary of Parent ("Merger Sub"), on July 31, 2018, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation and a wholly owned subsidiary of Parent. In connection with the Merger, these shares were cancelled and converted into the right to receive \$83.00 in cash, without interest, per share, subject to the terms and conditions of the Merger Agreement (the "Merger Consideration").

(1) Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each of these unvested restricted stock units was cancelled and automatically converted into time-vesting restricted stock unit awards with respect to shares of common stock, par value \$0.01 per share, of Parent (the "Parent Common Stock"), with the number of underlying shares adjusted to reflect an exchange ratio based on the closing prices of shares of Parent Common Stock and Issuer common stock for the ten full trading days before the closing of the Merger, and on substantially the same terms and conditions (including the time-based vesting schedule) as were applicable to such Issuer restricted stock unit awards immediately prior to the Effective Time.

(2) Not applicable.

(3) Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each of these unvested restricted stock units was cancelled and automatically converted into time-vesting restricted stock unit awards with respect to shares of common stock, par value \$0.01 per share, of Parent (the "Parent Common Stock"), with the number of underlying shares adjusted to reflect an exchange ratio based on the closing prices of shares of Parent Common Stock and Issuer common stock for the ten full trading days before the closing of the Merger, and on substantially the same terms and conditions (including the time-based vesting schedule) as were applicable to such Issuer restricted stock unit awards immediately prior to the Effective Time, except that any performance goals underlying such Issuer performance-based restricted stock unit awards were deemed satisfied as of the Effective Time.

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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