

RAI RAJAT

Form 4

December 15, 2017

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RAI RAJAT

(Last) (First) (Middle)

1925 WEST FIELD COURT SUITE  
300

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
AKORN INC [AKRX]

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

12/13/2017

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 \_\_\_\_ Other (specify  
below) below)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/13/2017		J <sup>(1)</sup>	V Amount (A) or (D) Price 1,304,931 A \$ 2,257,550 <sup>(2)</sup> 32.19 <sup>(3)</sup>	D		
Common Stock	12/13/2017		J <sup>(1)</sup>	V Amount (A) or (D) Price 1,304,931 D \$ 0 0 <sup>(3)</sup>	I	By Trust	

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  
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SEC 1474  
(9-02)

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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. 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 Benef Own Follo Repor Trans (Instr
				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
RAI RAJAT 1925 WEST FIELD COURT SUITE 300 LAKE FOREST, IL 60045	Chief Executive Officer

## Signatures

/s/ Rajat Rai 12/14/2017

\_\_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) On December 13, 2017, the Reporting Person withdrew 1,304,931 shares of common stock from a grantor retained annuity trust (GRAT) for which he is the sole trustee and annuitant. In exchange for the shares, the reporting person contributed to the trust assets of equal value. The withdrawal of shares from the trust resulted in a decrease in the number of shares the Reporting Person beneficially owns indirectly through the trust and a corresponding increase in the number of shares the Reporting Person beneficially owns directly. The Reporting Person believes that his withdrawal of shares from the trust constitutes a change in form of beneficial ownership of the shares, exempted by Rule 16a-13 under the Securities Exchange Act of 1934.
- (2) Following the reported transaction, the amount of shares directly beneficially owned consists of 152,378 unvested RSUs and 2,105,172 shares owned outright.
- (3) The amount of securities held indirectly in the GRAT prior to the transaction reported herein included 1,070,985 shares previously reported in error as directly owned by the Reporting Person.

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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