

Bishop William W JR  
Form 4  
April 24, 2018

**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 \*  
Bishop William W JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
Blue Buffalo Pet Products, Inc.  
[BUFF]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/24/2018

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

C/O BLUE BUFFALO PET  
PRODUCTS, INC., 11 RIVER  
ROAD

(Street)

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

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

WILTON, CT 06897

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/24/2018		D <sup>(1)</sup>	575,590	D <sup>(2)</sup> 0	D	
Common Stock	04/24/2018		D <sup>(1)</sup>	1,343,045	D <sup>(2)</sup> 0	I	See Footnote <sup>(3)</sup>

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**

SEC 1474  
(9-02)

# Edgar Filing: Bishop William W JR - Form 4

number.

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(4)	04/24/2018		D(1)	5,085	(5) (5)	Common Stock 5,085
Restricted Stock Units	(4)	04/24/2018		D(1)	12,913	(7) (7)	Common Stock 12,913
Stock Option (Right to Buy)	\$ 25.57	04/24/2018		D(1)	33,677	(8) 04/01/2026	Common Stock 33,677
Stock Option (Right to Buy)	\$ 23	04/24/2018		D(1)	86,142	(10) 03/31/2027	Common Stock 86,142

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bishop William W JR C/O BLUE BUFFALO PET PRODUCTS, INC. 11 RIVER ROAD WILTON, CT 06897	X President and CEO

## Signatures

/s/ Karen M. McCarthy, as  
Attorney-in-Fact 04/24/2018

\*\*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).

On April 24, 2018, General Mills, Inc., a Delaware corporation ("Buyer"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, Buyer and Bravo Merger Corp., a Delaware corporation and wholly-owned subsidiary of Buyer ("Merger Sub"), dated as of February 22, 2018 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly-owned subsidiary of Buyer (the "Merger").

(1) At the effective time of the Merger (the "Effective Time"), each outstanding share of the Issuer's common stock (other than certain excluded shares) automatically converted into the right to receive \$40.00 in cash, without interest and after giving effect to any required withholding taxes (the "Merger Consideration").

(2) Reflects shares held by The Orca Trust for the benefit of the Reporting Person's family, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares held by the trust, except to the extent of his pecuniary interest therein.

(3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Issuer common stock.

(4) These RSUs were to vest on April 1, 2019.

Each RSU, whether vested or unvested, outstanding immediately prior to the Effective Time was cancelled and entitled the holder of such RSU to receive, without interest, an amount in cash equal to the product of (i) the total number of shares of Issuer common stock subject to the RSU multiplied by (ii) the Merger Consideration, less applicable tax withholding.

(5) These RSUs were to vest on March 31, 2020.

(6) These options were to vest on April 1, 2019.

At the Effective Time, each stock option, whether vested or unvested, outstanding immediately before the Effective Time was cancelled and entitled the holder of such option to receive, without interest, an amount in cash equal to the product of (i) the total number of shares of Issuer common stock subject to the stock option multiplied by (ii) the excess, if any, of the Merger Consideration over the exercise price of such stock option, less applicable tax withholding.

(7) These options were to vest on March 31, 2020.

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.