

Avista Capital Partners, L.P.
Form 4
August 16, 2017

FORM 4

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

OMB APPROVAL

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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 *
Avista Capital Partners GP, LLC

(Last) (First) (Middle)

AVISTA CAPITAL HOLDINGS, L.P., 65 E. 55TH STREET, 18TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Lantheus Holdings, Inc. [LNTH]

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	08/14/2017		S			64,646	D	\$ 17.29 (1)	3,521,192	I	See footnote (3)
Common Stock	08/14/2017		S			11,012	D	\$ 18.05 (2)	3,510,180	I	See footnote (3)
Common Stock	08/14/2017		S			10,493	D	\$ 17.29 (1)	935,060	I	See footnote (4)
Common	08/14/2017		S			1,788	D	\$	933,272	I	See

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Stock					18.05 <u>(2)</u>			footnote <u>(4)</u>
Common Stock	08/14/2017	J	2,785,709	D	\$ 17.15	724,471	I	See footnotes <u>(3)</u> <u>(5)</u>
Common Stock	08/14/2017	J	815,672	D	\$ 17.15	117,600	I	See footnotes <u>(4)</u> <u>(6)</u>
Common Stock	08/14/2017	J	1,762,208	D	\$ 17.15	0	I	See footnote <u>(7)</u>
Common Stock	08/15/2017	S	35,084	D	\$ <u>(8)</u> 17.06	765,045	I	See footnote <u>(3)</u>
Common Stock	08/15/2017	S	5,695	D	\$ <u>(8)</u> 17.06	124,186	I	See footnote <u>(4)</u>
Common Stock	08/16/2017	S	10,434	D	\$ <u>(9)</u> 17.05	754,611	I	See footnote <u>(3)</u>
Common Stock	08/16/2017	S	1,694	D	\$ <u>(9)</u> 17.05	122,492	I	See footnote <u>(4)</u>

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 Reported Transaction (Instr. 6)
						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
Avista Capital Partners GP, LLC AVISTA CAPITAL HOLDINGS, L.P. 65 E. 55TH STREET, 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners, L.P. 65 EAST 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners (Offshore), L.P. 65 EAST 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		
ACP-Lantern Co-Invest, LLC 65 EAST 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		

Signatures

Avista Capital Partners GP, LLC, By: /s/ John Cafasso	08/16/2017
__Signature of Reporting Person	Date
Avista Capital Partners, L.P., By: Avista Capital Partners GP, LLC, its General Partner, By: /s/ John Cafasso	08/16/2017
__Signature of Reporting Person	Date
Avista Capital Partners (Offshore), L.P., By: Avista Capital Partners GP, LLC, its General Partner, By: /s/ John Cafasso	08/16/2017
__Signature of Reporting Person	Date
ACP-Lantern Co-Invest, LLC, By: Avista Capital Partners GP, LLC, its Manager, By: /s/ John Cafasso	08/16/2017
__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.98, inclusive. The Reporting Person undertakes to provide to Lantheus Holdings, Inc., any security holder of Lantheus Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2), (8) and (9) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.00 to \$18.18, inclusive.

(3)

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Represents shares of the Issuer held by Avista Capital Partners, L.P. ("ACP"). Avista Capital Partners GP, LLC ("ACP GP") is the general partner of ACP. By virtue of this relationship, ACP GP may be deemed to share voting and dispositive power with respect to the shares of common stock held by ACP. Each of ACP GP and ACP expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

(4) Represents shares of the Issuer held by Avista Capital Partners (Offshore), L.P. ("ACP Offshore"). ACP GP is the general partner of ACP Offshore. By virtue of this relationship, ACP GP may be deemed to share voting and dispositive power with respect to the shares of common stock held by ACP Offshore. Each of ACP GP and ACP Offshore expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

(5) On August 14, 2017, ACP distributed 2,785,709 shares of common stock to one or more members or partners.

(6) On August 14, 2017, ACP Offshore distributed 815,672 shares of common stock to one or more members or partners.

(7) Represents shares of the Issuer held by ACP-Lantern Co-Invest, LLC ("ACP Co-Invest"). ACP GP is the manager of ACP Co-Invest. By virtue of this relationship, ACP GP may be deemed to share voting and dispositive power with respect to the shares of common stock held by ACP Co-Invest. Each of ACP GP and ACP Co-Invest expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein. On August 14, 2017, ACP Co-Invest distributed 1,762,208 shares of common stock to one or more members or partners.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.45, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.20, inclusive.

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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