Minne Pascal Form 4 April 24, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Middle)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Invus, L.P.

Blue Buffalo Pet Products, Inc.

(Check all applicable)

[BUFF]

(Month/Day/Year)

04/24/2018

(Last) (First) 3. Date of Earliest Transaction

X Director Officer (give title

10% Owner _ Other (specify

C/O THE INVUS GROUP. LLC, 750 LEXINGTON AVENUE,

(Street)

30TH FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10022

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect (I)

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A)

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Code V Price Amount (D)

Common Stock

04/24/2018

 $D^{(1)}$ 87,460,875

\$ 40 (2)

D (3) (4) (5)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securiti	ies	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								I	Amount		
						Date	Expiration		or		
						Exercisable Date	•		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Invus, L.P. C/O THE INVUS GROUP, LLC 750 LEXINGTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	X	X					
Artal International S.C.A. 44, RUE DE LA VALLEE L-2661 LUXEMBOURG, N4	X	X					
Artal International Management S.A. 44, RUE DE LA VALLEE L-2661 LUXEMBOURG, N4	X	X					
Artal Group S.A. 44, RUE DE LA VALLEE L-2661 LUXEMBOURG, N4	X	X					
Westend S.A. 44, RUE DE LA VALLEE L-2661 LUXEMBOURG, N4	X	X					
Stichting Administratiekantoor Westend IJSSELBURCHT 3 NL-6825 BS ARNHEM, P7	X	X					
Minne Pascal 44, RUE DE L'INDUSTRIE 1040 BRUSSELS, C9	X	X					
Invus Advisors, L.L.C. C/O THE INVUS GROUP, LLC 750 LEXINGTON AVENUE, 30TH FLOOR NEW YORK, NY 10022	X	X					

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Signatures

INVUS, L.P., By: Invus Advisors, L.L.C., its general partner, By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President	04/24/2018
**Signature of Reporting Person	Date
INVUS ADVISORS, L.L.C., By: /s/ Raymond Debbane, Name: Raymond Debbane, Title:	
President	04/24/2018
**Signature of Reporting Person	Date
ARTAL INTERNATIONAL S.C.A., By: ARTAL INTERNATIONAL MANAGEMENT S.A., its managing partner, By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director	04/24/2018
**Signature of Reporting Person	Date
ARTAL INTERNATIONAL MANAGEMENT S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director	04/24/2018
**Signature of Reporting Person	Date
ARTAL GROUP S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Authorized Person	04/24/2018
**Signature of Reporting Person	Date
WESTEND S.A., By: /s/ Pascal Minne, Name: Pascal Minne, Title: Director	04/24/2018
**Signature of Reporting Person	Date
STICHTING ADMINISTRATIEKANTOOR WESTEND, By: /s/ Pascal Minne, Name: Pascal Minne, Title: Sole Member of the Board	04/24/2018
**Signature of Reporting Person	Date
/s/ Pascal Minne	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 a 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").
 - At the effective time of the Merger, each outstanding share of the Issuer's common stock (other than certain excluded shares)
- (2) automatically converted into the right to receive \$40.00 in cash, without interest and after giving effect to any required withholding taxes.
- (3) These securities are directly held by Invus, L.P.
 - Invus Advisors, L.L.C. is the general partner of Invus, L.P. Artal International S.C.A. is the managing member of Invus Advisors,
- (4) L.L.C. The managing partner of Artal International S.C.A. is Artal International Management S.A., which is a wholly owned subsidiary of Artal Group S.A., which is a wholly owned subsidiary of Westend S.A., which is a wholly owned subsidiary of Stichting Administratiekantoor Westend ("Stichting"). Mr. Pascal Minne is the sole member of the board of the Stichting.
- (5) Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the Reporting Persons (other

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than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

For purposes of Section 16 of the Exchange Act, the Reporting Persons may be deemed to be directors by deputization of the lands 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.