ENDO HEALTH SOLUTIONS INC.
Form 3
October 02, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Upadhyay Suketu
(Last) (First) (Middle)

C/O ENDO HEALTH SOLUTIONS INC.,Â 1400 ATWATER DRIVE
(Street)

MALVERN,Â PAÂ 19355
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/23/2013

3. Issuer Name **and** Ticker or Trading Symbol
ENDO HEALTH SOLUTIONS INC. [ENDP]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
EVP, Chief Financial Officer

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

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
2010 Stock Incentive Plan Restricted Stock Units (RSU) (1) (2)	15,418 (3)	D	Â
2010 Stock Incentive Plan Performance Shares (4)	15,418 (3) (5)	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Upadhyay Suketu C/O ENDO HEALTH SOLUTIONS INC. 1400 ATWATER DRIVE MALVERN,Â PAÂ 19355	Â	Â	Â EVP, Chief Financial Officer	Â

Signatures

/s/ Caroline B. Manogue, by power of attorney	10/02/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Upon each vesting date, each vested restricted stock unit automatically converts into one (1) share of common stock of Endo Health Solutions Inc.

(2) These restricted stock units (RSUs) generally vest 33-1/3% on each of September 24, 2014, September 24, 2015 and September 24, 2016. Upon vesting, we consider the underlying RSUs to be expired.

(3) These securities were granted to Mr. Upadhyay in connection with his commencement of employment in consideration of his anticipated services as the Executive Vice President and Chief Financial Officer of Endo Health Solutions Inc.

(4) These performance shares vest on September 24, 2016 upon the Company achieving certain shareholder return targets over the period beginning on September 24, 2013 and ending on September 24, 2016.

(5) Represents target quantity of shares issuable. The exact number of shares issuable will be determined on achievement of certain shareholder return targets over a cumulative 3-year period, as determined by the Board of Directors of Endo Health Solutions Inc. Mr. Upadhyay can earn between 0% and 300% of the target shares.

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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