

CORNERSTONE THERAPEUTICS INC

Form 4

February 04, 2014

**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  
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Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Duarte Ira

(Last) (First) (Middle)

C/O CORNERSTONE  
THERAPEUTICS INC., 1255  
CRESCENT GREEN DRIVE,  
SUITE 250

(Street)

CARY, NC 27518

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

CORNERSTONE THERAPEUTICS  
INC [CRTX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2014

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 below) \_\_\_\_ Other (specify below)  
Principal Accounting 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 Ownership (Instr. 4)
Common Stock	02/03/2014		D	(A) or (D) 7,000 (1)	\$ 9.5	0	D

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Option to Purchase Common Stock (Right to Buy)	\$ 7.28	02/03/2014		D	20,000	(2) 06/01/2019	Common Stock	20,000
Option to Purchase Common Stock (Right to Buy)	\$ 5.26	02/03/2014		D	8,000	(3) 03/03/2020	Common Stock	8,000
Option to Purchase Common Stock (Right to Buy)	\$ 5.25	02/03/2014		D	20,000	(3) 03/02/2021	Common Stock	20,000
Option to Purchase Common Stock (Right to Buy)	\$ 5.74	02/03/2014		D	7,500	(3) 02/28/2022	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Duarte Ira C/O CORNERSTONE THERAPEUTICS INC. 1255 CRESCENT GREEN DRIVE, SUITE 250 CARY, NC 27518	Principal Accounting Officer

## Signatures

/s/ Amy Diebler, attorney-in-fact for Ira Duarte pursuant to a power of attorney

02/04/2014

\_\_\_\_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).

Represents shares of restricted stock. Pursuant to the Agreement and Plan of Merger (the "Agreement") by and among Chiesi Farmaceutici S.p.A., Chiesi U.S. Corporation, and Cornerstone Therapeutics Inc., dated as of September 15, 2013, on the effective date of

(1) the merger contemplated by the Agreement (the "Merger"), each restricted stock award outstanding at the effective time of the Merger was converted into the right to receive an amount in cash equal to the product of (i) \$9.50 and (ii) the number of shares of Cornerstone Therapeutics Inc. common stock subject to such award.

(2) This option, which was fully vested, was cancelled in the Merger in exchange for a cash payment equal to the product of (i) the excess of \$9.50 over the exercise price per share of the option and (ii) the total number of shares underlying the option.

(3) This option, which provided for vesting as to 25% of the original number of shares on the first anniversary of the grant date and as to an additional 2.09% of the original number of shares at the end of each successive one-month period following the first anniversary of the grant date until the fourth anniversary of the grant date, was cancelled in the Merger in exchange for a cash payment equal to the product of (i) the excess of \$9.50 over the exercise price per share of the option and (ii) the total number of shares underlying the option.

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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