

ZELTIQ AESTHETICS INC

Reported by
GROSSMAN D KEITH

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/28/17 for the Period Ending 04/28/17

Address	4410 ROSEWOOD DRIVE Pleasanton, CA 94588
Telephone	(925) 474-2500
CIK	0001415336
Symbol	ZLTQ
Fiscal Year	12/31

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
GROSSMAN D KEITH		Zeltiq Aesthetics Inc [ZLTQ]		<input checked="" type="checkbox"/> Director _____ 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) _____ Other (specify below)	
C/O ZELTIQ AESTHETICS, INC., 4410 ROSEWOOD DRIVE		4/28/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
PLEASANTON, CA 94588				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	4/28/2017		J	(1)(2)	14137	D	(1)(2)	0	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$9.49	4/28/2017		J		18987	(3)	10/23/2023	Common Stock	18987	\$0.00	0	D		
Stock Option (Right to Buy)	\$17.48	4/28/2017		J		30000	(3)	5/29/2024	Common Stock	30000	\$0.00	0	D		

Explanation of Responses:

- Disposed of pursuant to the Agreement and Plan of Merger, dated as of February 13, 2017, by and among Allergan Holdco US, Inc., a wholly owned subsidiary of Allergan plc ("Allergan"), Blizzard Merger Sub, Inc. ("Merger Sub"), and the Issuer (the "Merger Agreement"), as approved by the board of directors of the Issuer, whereby Merger Sub merged with and into the Issuer, with the Issuer continuing on as the surviving corporation (the "Merger").
- Pursuant to the terms of the Merger Agreement, out of the total of 14,137 shares held by the Reporting Person, (i) 11,669 shares were canceled and converted into the right to receive \$56.50 per share in cash, without interest and subject to any applicable withholding of taxes (the "Merger Consideration"), and (ii) 2,468 shares, representing unvested restricted stock units, were converted into a corresponding award of restricted stock units with respect to ordinary shares of Allergan, on the same terms and conditions as were applicable under such restricted stock units, as adjusted based on an exchange ratio.
- This vested option was canceled and converted in the Merger into the right to receive cash equal to the number of shares subject to such option multiplied by the excess, if any, of the Merger Consideration over the exercise price of such option.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSSMAN D KEITH C/O ZELTIQ AESTHETICS, INC. 4410 ROSEWOOD DRIVE PLEASANTON, CA 94588	X			

Signatures

/s/ Sergio Garcia, Attorney-in-Fact

4/28/2017

**Signature of Reporting Person

Date

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

* 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).

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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