

# ZELTIQ AESTHETICS INC

Reported by  
**HARRIS TAYLOR C.**

## **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
SIC Code	3845 - Electromedical and Electrotherapeutic Apparatus
Industry	Advanced Medical Equipment & Technology
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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

<b>1. Name and Address of Reporting Person *</b>  <b>Harris Taylor C.</b>  (Last) (First) (Middle)  <b>C/O ZELTIQ AESTHETICS, INC., 4410 ROSEWOOD DRIVE</b>  (Street)  <b>PLEASANTON, CA 94588</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Zeltiq Aesthetics Inc [ ZLTQ ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director ___ 10% Owner ___ X ___ Officer (give title below) ___ Other (specify below) <b>SVP &amp; Chief Financial Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/28/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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		D	(1)	62705	D	(1)	0	D	(1)

**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)	\$20.81	4/28/2017		D		106411	(2)	2/1/2026	Common Stock	106411	\$0.00	0	D		
Stock Option (right to buy)	\$40.89	4/28/2017		D		22232	(2)	1/17/2027	Common Stock	22232	\$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 (the "Board"), whereby Merger Sub merged with and into the Issuer, with the Issuer continuing on as the surviving corporation (the "Merger"). In connection with the Merger, the Board accelerated and vested in full all equity awards held by the Reporting Person as of immediately prior to the closing of the Merger. Pursuant to the terms of the Merger Agreement, all 62,705 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.
- In connection with the Merger, the Board accelerated and vested in full all equity awards held by the Reporting Person as of immediately prior to the closing of the Merger. Pursuant to the terms of the Merger Agreement, all shares underlying this option 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harris Taylor C. C/O ZELTIQ AESTHETICS, INC. 4410 ROSEWOOD DRIVE PLEASANTON, CA 94588			SVP & Chief Financial Officer	

**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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