

# ZELTIQ AESTHETICS INC

Reported by  
**LAMM CARL**

## **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

OMB APPROVAL  
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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)	
<b>Lamm Carl</b>		<b>Zeltiq Aesthetics Inc [ ZLTQ ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP of Operations</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>4410 ROSEWOOD DRIVE</b>		<b>4/28/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>PLEASANTON, CA 94588</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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)	23365	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)	\$4.30	4/28/2017		J		1250	(3)	11/15/2022	Common Stock	1250	\$0.00	0	D		
Stock Option (right to buy)	\$20.88	4/28/2017		J		1771	(4)	2/21/2024	Common Stock	1771	\$0.00	0	D		
Stock Option (right to buy)	\$34.65	4/28/2017		J		2036	(5)	2/18/2025	Common Stock	2036	\$0.00	0	D		
Stock Option (right to buy)	\$23.03	4/28/2017		J		17801	(6)	2/27/2026	Common Stock	17801	\$0.00	0	D		
Stock Option (right to buy)	\$40.89	4/28/2017		J		12449	(7)	1/17/2027	Common Stock	12449	\$0.00	0	D		

### Explanation of Responses:

- Disposed 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 23,365 shares held by the Reporting Person, (i) 5,297 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) 18,068 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.
- Out of the total of 1,771 shares underlying this option, (a) 1,042 shares, representing the unvested portion of this option, were converted in the Merger into a corresponding option to purchase ordinary shares of Allergan, on the same terms and conditions as were applicable under such option, as adjusted based on an exchange ratio, and (b) 729 shares, representing the vested portion of this option, were 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.
- Out of the total of 2,036 shares underlying this option, (a) 933 shares, representing the unvested portion of this option, were converted in the Merger into a corresponding option to purchase ordinary shares of Allergan, on the same terms and conditions as were applicable under such option, as adjusted based on an exchange ratio, and (b) 1,103 shares, representing the vested portion of this option, were 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.
- Out of the total of 17,801 shares underlying this option, (a) 12,609 shares, representing the unvested portion of this option, were converted in the Merger into

a corresponding option to purchase ordinary shares of Allergan, on the same terms and conditions as were applicable under such option, as adjusted based on an exchange ratio, and (b) 5,192 shares, representing the vested portion of this option, were 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.

- (7) This unvested option was converted in the Merger into a corresponding option to purchase ordinary shares of Allergan, on the same terms and conditions as were applicable under such option, as adjusted based on an exchange ratio.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Lamm Carl 4410 ROSEWOOD DRIVE PLEASANTON, CA 94588</b>			<b>SVP of Operations</b>	

**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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