

# ZELTIQ AESTHETICS INC

Reported by  
**SCHIFF ANDREW N**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/01/17 for the Period Ending 04/28/17

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Fiscal Year 12/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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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)		
SCHIFF ANDREW N			Zeltiq Aesthetics Inc [ ZLTQ ]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
888 SEVENTH AVENUE, 12TH FLOOR			4/28/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10106						<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		D	(1)(2)	13137	D	(1)(2)	0	D	(3)
Common Stock	4/28/2017		D	(1)(4)	1597742	D	(1)(4)	0	I	By Aisling Capital III, L.P. (5)

**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)	\$5.06	4/28/2017		D		1589	(6)	6/14/2022	Common Stock	1589	\$0	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 13,137 shares held by the Reporting Person, (i) 11,587 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) 1,550 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.
- Includes 87 shares of Common Stock held by a trust for the benefit of Mr. Schiff's children.
- Pursuant to the terms of the Merger Agreement, these shares were cancelled and converted into the right to receive the Merger Consideration.
- Represents shares of Common Stock directly held by Aisling Capital III, LP ("Aisling") and indirectly held by Aisling Capital Partners III, LP ("Aisling GP"), as general partner of Aisling, Aisling Capital Partners III, LLC ("Aisling Partners"), as general partner of Aisling GP, and each of the individual managing members of Aisling Partners. The individual managing members (collectively, the "Managers") of Aisling Partners are Dennis Purcell, Dr. Andrew Schiff and Steve Elms. Aisling GP, Aisling Partners, and the Managers share voting and dispositive power over the shares directly held by Aisling. Dr. Andrew Schiff is a member of the Board of Directors of Zeltiq Aesthetics, Inc.
- 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
SCHIFF ANDREW N 888 SEVENTH AVENUE 12TH FLOOR NEW YORK, NY 10106	X	X		

**Signatures**

/s/ Andrew Schiff

5/1/2017

—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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