

**VCA INC**  
Reported by  
**TAUBER NEIL**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/24/17 for the Period Ending 02/23/17

Address	12401 WEST OLYMPIC BOULEVARD LOS ANGELES, CA 90064-1022
Telephone	(310) 571-6500
CIK	0000817366
Symbol	WOOF
SIC Code	0700 - Agricultural Services
Industry	Healthcare Facilities & Services
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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[ ] 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

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)		
TAUBER NEIL			VCA INC [ WOOF ]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior VP</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O VCA INC., 12401 WEST OLYMPIC BOULEVARD			2/23/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
LOS ANGELES, CA 90064						<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, par value \$0.001 per share	2/23/2017		A		9089 (1)	A	\$0.00	134927	D	
Common Stock, par value \$0.001 per share	2/23/2017		A		3850 (2)	A	\$0.00	138777	D	
Common Stock, par value \$0.001 per share								15909	I	See footnote (3)

**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				

### Explanation of Responses:

- ( Represents an award of performance based restricted stock units granted under the Issuer's 2015 Equity Incentive Plan. Each restricted stock unit represents
  - 1) the right to receive one share of the Issuer's common stock, par value \$0.001 per share. These restricted stock units vest in four equal installments on February 23, 2017, October 7, 2017, October 7, 2018, and October 7, 2019, subject to the terms and conditions set forth in the applicable restricted stock unit award agreement.
  - 2) the right to receive one share of the Issuer's common stock, par value \$0.001 per share. These restricted stock units vest in four equal annual installments on September 9, 2017, September 9, 2018, September 9, 2019, and September 9, 2020, subject to the terms and conditions set forth in the applicable restricted stock unit award agreement.
  - 3) These shares are held for the account of a trust (the "Trust") established for the benefit of the Reporting Person's child and of which the Reporting Person's brother is trustee. The Reporting Person continues to report beneficial ownership of the shares held for the account of the Trust but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAUBER NEIL C/O VCA INC. 12401 WEST OLYMPIC BOULEVARD LOS ANGELES, CA 90064			Senior VP	

Signatures

**Neil Tauber**

**2/24/2017**

—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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