

VCA INC
Reported by
ANTIN ROBERT L

FORM 4
(Statement of Changes in Beneficial Ownership)

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

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| 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**

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 * ANTIN ROBERT L (Last) (First) (Middle) C/O VCA INC., 12401 WEST OLYMPIC BOULEVARD (Street) LOS ANGELES, CA 90064 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol VCA INC [WOOF] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/23/2017</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CEO, President & Chairman 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | | 52717 (1) | A | \$0.00 | 206442 | D | |
| Common Stock, par value \$0.001 per share | 2/23/2017 | | G | V | 13180 (2) | D | \$0.00 | 193262 | D | |
| Common Stock, par value \$0.001 per share | 2/23/2017 | | A | | 20700 (3) | A | \$0.00 | 213962 | D | |
| Common Stock, par value \$0.001 per share | 2/23/2017 | | G | V | 13180 | A | \$0.00 | 2185312 | I | See footnote (4) |
| Common Stock, par value \$0.001 per share | | | | | | | | 404991 | I | See footnote (5) |

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

| 1. Title of Derivative 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.
- () Represents the transfer of shares to a trust (the "Trust") of which the Reporting Person is trustee.
- 2) Represents the transfer of shares to a trust (the "Trust") of which the Reporting Person is trustee.
- () Represents an award of performance based restricted stock units granted under the Issuer's 2015 Equity Incentive Plan. Each restricted stock unit represents
- 3) 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.
- () These shares are held for the account of the Trust. The Reporting Person continues to report beneficial ownership of the shares held for the account of the
- 4) Trust but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- () These shares are held for the account of a limited liability company for which the Reporting Person serves as manager and which is owned by trusts
- 5) established for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANTIN ROBERT L C/O VCA INC. 12401 WEST OLYMPIC BOULEVARD LOS ANGELES, CA 90064 | X | | CEO, President & Chairman | |

Signatures**Robert L. Antin****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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