

VCA INC
Reported by
DRAKE JOSH

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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[] 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) | |
| Drake Josh | | VCA INC [WOOF] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) President, Antech Diagnostics | |
| (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 | | 9998 (1) | A | \$0.00 | 51017 | D | |
| Common Stock, par value \$0.001 per share | 2/23/2017 | | F | | 964 (2) | D | \$90.91 | 50053 | D | |
| Common Stock, par value \$0.001 per share | 2/23/2017 | | A | | 3850 (3) | A | \$0.00 | 53903 | 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 | | | | |

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.
- (Reflects the number of shares of common stock withheld by the Issuer to pay the tax liability of the Reporting Person in connection with the settlement of
- 2) vested restricted stock units previously granted to the Reporting Person.
- (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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Drake Josh C/O VCA INC. 12401 WEST OLYMPIC BOULEVARD LOS ANGELES, CA 90064 | | | President, Antech Diagnostics | |

Signatures

Tomas W. Fuller, as attorney-in-fact for Josh Drake

2/24/2017

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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