

**VCA INC**  
Reported by  
**ANTIN ROBERT L**

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

Filed 09/12/17 for the Period Ending 09/09/17

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

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

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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)	
ANTIN ROBERT L		VCA INC [ WOOF ]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>CEO, President &amp; Chairman</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O VCA INC., 12401 WEST OLYMPIC BOULEVARD		9/9/2017			
(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	9/9/2017		F		2860 (1)	D	\$92.97	211102	D	
Common Stock, par value \$0.001 per share	9/9/2017		G	V	2316 (2)	D	\$0.00	208786	D	
Common Stock, par value \$0.001 per share	9/9/2017		G	V	2316	A	\$0.00	2140354	I	See footnote (3)
Common Stock, par value \$0.001 per share	9/12/2017		A		83890 (4)	A	\$0.00	292676	D	
Common Stock, par value \$0.001 per share	9/12/2017		D		2140354	D	\$93.00	0	I	See footnote (3)
Common Stock, par value \$0.001 per share	9/12/2017		D		292676	D	\$93.00	0	D	
Common Stock, par value \$0.001 per share	9/12/2017		D		404991	D	\$93.00	0	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:

- 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 vested restricted stock units previously granted to the Reporting Person.
- Represents the transfer of shares to a trust (the "Trust") of which the Reporting Person is trustee.
- These shares were held for the account of the Trust. 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.
- Represents the acquisition of 83,890 shares underlying performance based restricted stock units that were accelerated and fully vested in accordance with the terms of the Agreement and Plan of Merger, dated as of January 7, 2017 (the "Merger Agreement"), by and among the Issuer, MMI Holdings, Inc., Venice Merger Sub Inc., and, solely for purposes of Section 9.15 of the Merger Agreement, Mars, Incorporated.
- These shares were held for the account of a limited liability company for which the Reporting Person serves as manager and which is owned by trusts 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
<b>ANTIN ROBERT L</b> <b>C/O VCA INC.,</b> <b>12401 WEST OLYMPIC BOULEVARD</b> <b>LOS ANGELES, CA 90064</b>	<b>X</b>		<b>CEO, President &amp; Chairman</b>	

**Signatures**

/s/ Robert L. Antin

9/12/2017

—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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