

**VCA INC**  
Reported by  
**DRAKE JOSH**

**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**

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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

<b>1. Name and Address of Reporting Person *</b>  <b>Drake Josh</b>  (Last) (First) (Middle)  <b>C/O VCA INC., 12401 WEST OLYMPIC BOULEVARD</b>  (Street)  <b>LOS ANGELES, CA 90064</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>VCA INC [ WOOF ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, Antech Diagnostics</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/9/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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		534 (1)	D	\$92.97	53369	D	
Common Stock, par value \$0.001 per share	9/12/2017		A		15470 (2)	A	\$0.00	68839	D	
Common Stock, par value \$0.001 per share	9/12/2017		D		68839	D	\$93.00	0	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:**

- (1) 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.
- (2) Represents the acquisition of 15,470 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.

**Reporting Owners**

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

**Signatures**

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

**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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