

FRANKLIN MARTIN E  
Form 4  
December 18, 2017

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRANKLIN MARTIN E

2. Issuer Name and Ticker or Trading Symbol  
Platform Specialty Products Corp [PAH]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/14/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O PLATFORM SPECIALTY PRODUCTS CORP., 1450 CENTREPARK BLVD, SUITE 210

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                          |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
| Common Stock, par value \$0.01 per share | 12/14/2017                           |                                                    | P                              | 164,467                                                           | A                                                                                             | \$ 9.57 <sup>(1)</sup>                                   | 164,467 I By Martin E. Franklin Revocable Trust       |
| Common Stock, par value \$0.01 per share | 12/15/2017                           |                                                    | P                              | 200,000                                                           | A                                                                                             | \$ 9.6 <sup>(1)</sup>                                    | 364,467 I By Martin E. Franklin Revocable Trust       |

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|                                          |            |   |         |   |                          |            |   |                                       |
|------------------------------------------|------------|---|---------|---|--------------------------|------------|---|---------------------------------------|
| Common Stock, par value \$0.01 per share | 12/18/2017 | P | 135,533 | A | \$<br>9.84<br><u>(1)</u> | 500,000    | I | By Martin E. Franklin Revocable Trust |
| Common Stock, par value \$0.01 per share |            |   |         |   |                          | 2,437,449  | I | By MEF Holdings, LLLP                 |
| Common Stock, par value \$0.01 per share |            |   |         |   |                          | 10,449,987 | I | By Mariposa Acquisition, LLC          |
| Common Stock, par value \$0.01 per share |            |   |         |   |                          | 243,110    | I | By RSMA, LLC                          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Security (Instr. 3 and 4) |                            |
|------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------|----------------------------|
|                                                      |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                                     | Amount or Number of Shares |
| Series A Preferred Stock, par value \$0.01 per share | (2)                                                    |                                      |                                                    |                                |                                                                                         | (2)                                                      | (2)                                                           | Common Stock                                              | 1,060,000                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                                             | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                            | Director      | 10% Owner | Officer | Other |
| FRANKLIN MARTIN E<br>C/O PLATFORM SPECIALTY PRODUCTS CORP.<br>1450 CENTREPARK BLVD, SUITE 210<br>WEST PALM BEACH, FL 33401 | X             |           |         |       |

## Signatures

|                                                                 |            |
|-----------------------------------------------------------------|------------|
| /s/ John E. Capps as Attorney-in-Fact for Martin E.<br>Franklin | 12/18/2017 |
| **Signature of Reporting Person                                 | Date       |

## Explanation of Responses:

- \* 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).
- The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$9.49 to \$9.69, inclusive, on December 14, 2017, from \$9.49 to \$9.66, inclusive, on December 15, 2017, and from \$9.71 to \$9.90, inclusive, on December 18, 2017. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in this footnote.
- (1) Each share of Series A Preferred Stock is convertible at any time at the election of the holder, on a one-for-one basis, into shares of the Issuer's common stock for no additional consideration. The Series A Preferred Stock shall automatically convert into the Issuer's common stock upon the earlier to occur of (i) a change of control of the Issuer or (ii) December 31, 2020 (unless extended in accordance with the terms of the Series A Preferred Stock).

### Remarks:

The reporting person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.