

BASTIANI RICHARD  
Form 4  
August 02, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BASTIANI RICHARD**

(Last) (First) (Middle)

**C/O ABAXIS, INC., 3240  
WHIPPLE ROAD**

(Street)

**UNION CITY, CA 94587**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ABAXIS INC [ABAX]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/31/2018**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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)
Common Stock	07/31/2018		G	300	D \$ 0	57,100	D
Common Stock	07/31/2018		D	57,100	D \$ 83 (1)	0	D
Common Stock					300	I	Held by Spouse

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**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. Pr Dep Secu (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	07/31/2018		D	5,500	(2)	(3)	Common Stock	5,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BASTIANI RICHARD C/O ABAXIS, INC. 3240 WHIPPLE ROAD UNION CITY, CA 94587	X

## Signatures

/s/ Richard  
Bastiani 08/02/2018

\_\_\_\_\_  
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).

- (1) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated May 15, 2018, by and among Abaxis, Inc., a California corporation (the "Issuer"), Zoetis Inc., a Delaware corporation ("Parent"), and Zeus Merger Sub, Inc., a California corporation and an indirect wholly owned subsidiary of Parent ("Merger Sub"), on July 31, 2018, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation and a wholly owned subsidiary of Parent. In connection with the Merger, these shares were cancelled and converted into the right to receive \$83.00 in cash, without interest, per share, subject to the terms and conditions of the Merger Agreement (the "Merger Consideration").
- (2) Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each of these unvested restricted stock units vested automatically in accordance with their existing terms and were cancelled and automatically converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock underlying such awards. Each of these vested restricted stock units converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock

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underlying such awards.

(3) Not applicable.

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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