

MCPHERRON MATTHEW V

Form 4

March 05, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCPHERRON MATTHEW V

(Last) (First) (Middle)

C/O BROOKSIDE CAPITAL,  
LLC, JOHN HANCOCK TOWER,  
200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

MAP Pharmaceuticals, Inc. [MAPP]

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

03/01/2013

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/01/2013                              |                                                             | U(1)                                 | 2,999,526<br>(2)                                                        | D \$ 25 0                                                                                                          | I (2)                                                                   | See<br>Footnote<br>2. (2)                                         |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.<br>D<br>S<br>(I |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title              | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 12.19                                                              | 03/01/2013                              |                                                             | D <sup>(3)</sup>                        |                                                                                                              | 7,500                                                          |     | <sup>(3)</sup>                                                      | 05/21/2018         | Common<br>Stock    | 7,500                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 3.18                                                               | 03/01/2013                              |                                                             | D <sup>(4)</sup>                        |                                                                                                              | 7,500                                                          |     | <sup>(4)</sup>                                                      | 05/20/2019         | Common<br>Stock    | 7,500                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 14.77                                                              | 03/01/2013                              |                                                             | D <sup>(5)</sup>                        |                                                                                                              | 7,500                                                          |     | <sup>(5)</sup>                                                      | 05/19/2020         | Common<br>Stock    | 7,500                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 16.47                                                              | 03/01/2013                              |                                                             | D <sup>(6)</sup>                        |                                                                                                              | 7,500                                                          |     | <sup>(6)</sup>                                                      | 05/18/2021         | Common<br>Stock    | 7,500                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 11.69                                                              | 03/01/2013                              |                                                             | D <sup>(7)</sup>                        |                                                                                                              | 10,000                                                         |     | <sup>(7)</sup>                                                      | 05/16/2022         | Common<br>Stock    | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                                    | Relationships                    |
|-------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                   | Director 10% Owner Officer Other |
| MCPHERRON MATTHEW V<br>C/O BROOKSIDE CAPITAL, LLC<br>JOHN HANCOCK TOWER, 200 CLARENDON STREET<br>BOSTON, MA 02116 | X                                |

## Signatures

/s/ Matthew V.  
McPherron 03/04/2013

\_\_\_\_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).

These shares were tendered to Groundhog Acquisition, Inc. (the "Purchaser") pursuant to the Purchaser's offer to purchase all of the outstanding shares common stock (the "Common Stock") of MAP Pharmaceuticals, Inc. (the "Issuer") at a cash purchase price of \$25.00 per share, without interest thereon, and less any applicable withholding taxes, subject to the terms described in the Offer to Purchase for

- (1) Cash filed with the Securities and Exchange Commission on January 31, 2013 (the "Tender Offer") and the Agreement and Plan of Merger, dated as of January 22, 2013, by and among Allergan, Inc. ("Parent"), the Purchaser and the Issuer (the "Merger Agreement"). Such shares were purchased by the Purchaser pursuant to the Tender Offer on March 1, 2013, which is also the date of the closing of a merger by and among Parent, the Purchaser and the Issuer (the "Effective Time").

- The shares are held by Brookside Capital Partners Fund, L.P. ("Brookside"). Mr. McPherron is a Managing Director of Brookside and, accordingly, may be deemed to beneficially own the securities held by Brookside. Mr. McPherron disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (2)

- These options to purchase shares of the Common Stock, which became fully vested at the Effective Time, were canceled at the Effective Time in exchange for a cash payment of \$96,075.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.
- (3)

- These options to purchase shares of the Common Stock, which became fully vested at the Effective Time, were canceled at the Effective Time in exchange for a cash payment of \$163,650.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.
- (4)

- These options to purchase shares of the Common Stock, which became fully vested at the Effective Time, were canceled at the Effective Time in exchange for a cash payment of \$76,725.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.
- (5)

- These options to purchase shares of the Common Stock, which became fully vested at the Effective Time, were canceled at the Effective Time in exchange for a cash payment of \$63,975.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.
- (6)

- These options to purchase shares of the Common Stock, which became fully vested at the Effective Time, were canceled at the Effective Time in exchange for a cash payment of \$133,100.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.
- (7)

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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