

Platform Specialty Products Corp
 Form 4
 March 14, 2014

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)
 03/13/2014

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

C/O PLATFORM SPECIALTY PRODUCTS CORP., 5200 BLUE LAGOON DRIVE, SUITE 855

(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

MIAMI, FL 33126

(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)
Common Stock, par value \$0.01 per share	03/13/2014		X ⁽¹⁾	Amount 883,333 Code V or (D)	\$ 11.5 6,197,142	I	By Mariposa Acquisition, LLC ⁽³⁾

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

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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 Underlying Security (Instr. 3 and 4)
Warrant (right to buy)	\$ 11.5	03/13/2014		X ⁽¹⁾	2,650,001 ⁽⁴⁾	05/17/2013 ⁽⁵⁾ 10/31/2016 ⁽⁵⁾	Common Stock
Series A Preferred Stock, par value \$0.01 per share	⁽⁶⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRANKLIN MARTIN E
C/O PLATFORM SPECIALTY PRODUCTS CORP.,
5200 BLUE LAGOON DRIVE, SUITE 855
MIAMI, FL 33126

X

Signatures

/s/ Martin E.
Franklin

03/14/2014

**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) Transaction exempt pursuant to Rule 16b-6 promulgated under the Securities Exchange Act of 1934, as amended.

Represents 883,333 shares of Common Stock acquired upon the exercise of 2,649,999 warrants to purchase Common Stock beneficially

(2) owned by reporting person, including 2 warrants which could not be exercised for a whole share of Common Stock and which therefore are expected to be each redeemed for \$0.01 on April 3, 2014.

(3) Represents an indirect interest held by Mariposa Acquisition, LLC. Mr. Franklin is the managing member of Mariposa Acquisition, LLC and may be considered to have beneficial ownership of Mariposa Acquisition, LLC's interests in the Issuer. Mr. Franklin disclaims beneficial ownership of any shares in which he does not have a pecuniary interest. Mr. Franklin owns, directly or indirectly, 61.32% of

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Mariposa Acquisition, LLC representing 3,800,087 shares of the Issuer's Common Stock and 649,992 shares of the Issuer's Series A Preferred Stock.

- (4) Each warrant entitles the holder to purchase one-third (1/3) of a share of Common Stock upon exercise at a price of \$11.50 per whole share of Common Stock. Warrants are only exercisable for whole shares of Common Stock.

- (5) On March 5, 2014, the Issuer announced that, in accordance with the terms of the warrant instrument governing the warrants, each warrant will be mandatorily redeemed by the Issuer for \$0.01 per warrant on April 3, 2014, unless exercised before 5:00 p.m. on April 2, 2014.

- (6) The Series A Preferred Stock is convertible at any time at the election of the holder, on a one-for-one basis, into shares of Common Stock for no additional consideration. The Series A Preferred Stock shall automatically convert into 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).

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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