

CASTALDI ALEXANDER R
Form 4
March 15, 2013

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 *
JLL Patheon Holdings, Cooperatief U.A.

(Last) (First) (Middle)

C/O JLL PARTNERS, INC., 450 LEXINGTON AVENUE, 31ST FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PATHEON INC [PTI]

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2013

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 Ownership (Instr. 4)
				Code V	Amount	Price \$	
Restricted Voting Shares	03/13/2013		P	98,900	A 3.79	78,243,886	D (2) (3) (4)
					(1)		
Restricted Voting Shares	03/14/2013		P	132,500	A 3.81	78,376,386	D (2) (3) (4)
					(5)		
Restricted Voting Shares	03/15/2013		P	148,600	A 3.91	78,524,986	D (2) (3) (4)
					(6)		

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 required to respond unless the form displays a currently valid OMB control number.

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JLL Patheon Holdings, Cooperatief U.A. C/O JLL PARTNERS, INC. 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Patheon Holdings LLC 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Partners Associates GP V (Patheon), Ltd. 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Partners Fund V (Patheon), L.P. 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
JLL Associates V (Patheon), L.P. 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017		X		
Agroskin Daniel 450 LEXINGTON AVENUE, 31ST FLOOR NEW YORK, NY 10017	X	X		

CASTALDI ALEXANDER R
 450 LEXINGTON AVENUE, 31ST FLOOR
 NEW YORK, NY 10017

X

Signatures

/s/ Megan A. Bombick, attorney-in-fact	03/15/2013
__Signature of Reporting Person	Date
/s/ Megan A. Bombick, attorney-in-fact	03/15/2013
__Signature of Reporting Person	Date
/s/ Megan A. Bombick, attorney-in-fact	03/15/2013
__Signature of Reporting Person	Date
/s/ Megan A. Bombick, attorney-in-fact	03/15/2013
__Signature of Reporting Person	Date
/s/ Megan A. Bombick, attorney-in-fact	03/15/2013
__Signature of Reporting Person	Date
/s/ Megan A. Bombick, attorney-in-fact	03/15/2013
__Signature of Reporting Person	Date
/s/ Megan A. Bombick, attorney-in-fact	03/15/2013
__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).

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.69 to \$3.75, as converted from C\$3.79 to C\$3.85 using the closing rate of exchange from Reuters on March 13, 2013. The Reporting

- (1) Persons undertake to provide to Patheon Inc., any security holder of Patheon Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (1), (5) and (6) to this Form 4.

This report is filed jointly by JLL Patheon Holdings, Cooperatief U.A. ("JLL CoOp"); JLL Patheon Holdings, LLC; JLL Partners Fund V (Patheon), L.P.; JLL Associates V (Patheon), L.P.; JLL Associates G.P. V (Patheon), Ltd. ("JLL Limited"); Paul S. Levy; Daniel

- (2) Agroskin; Nicholas O'Leary; Eugene Hahn; Michael J. Schwartz; Frank J. Rodriguez; Alexander R. Castaldi; Kevin T. Hammond; Michel Lagarde; Thomas Taylor; and Brett N. Milgrim (each, a "Reporting Person" and, collectively, the "Reporting Persons") in connection with their respective direct or indirect relationships with Patheon Inc. (the "Company").

JLL Limited is the sole general partner of JLL Associates V (Patheon), L.P., which is the sole general partner of JLL Partners Fund V (Patheon), L.P., which in turn is the sole member of JLL Patheon Holdings, LLC. JLL Patheon Holdings, LLC is the greater than 99%

- (3) owner and controlling member of JLL CoOp. The following Reporting Persons serve on the board of directors of JLL Limited: Paul S. Levy; Daniel Agroskin; Nicholas O'Leary; Thomas Taylor; Eugene Hahn; Michael J. Schwartz; Frank J. Rodriguez; Alexander R. Castaldi; Kevin T. Hammond; Michel Lagarde; and Brett N. Milgrim. Mr. Agroskin is also a managing director of JLL CoOp.
- (4) JLL CoOp is the direct beneficial owner of 78,524,986 restricted voting shares (the "Restricted Voting Shares") of the Company. Each Reporting Person other than JLL CoOp may be deemed to be the indirect beneficial owner of 78,524,986 Restricted Voting Shares,

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however, each Reporting Person, other than JLL CoOp, disclaims beneficial ownership of these securities except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that any of these reporting persons is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

- (5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.71 to \$3.86, as converted from C\$3.79 to C\$3.95 using the closing rate of exchange from Reuters on March 14, 2013.
- (6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.79 to \$4.02, as converted from C\$3.86 to C\$4.10 using the closing rate of exchange from Reuters on March 15, 2013.

Remarks:

This Form 4 is being filed in two parts because of the electronic filing system's limitation to ten reporting persons. This is part

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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