SEC Form 4

X

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Addre <u>Spiegel Robe</u>	1 6	J Person [*]	2. Issuer Name and Ticker or Trading Symbol Sucampo Pharmaceuticals, Inc. [SCMP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
<u>Spieger Kobe</u>	<u>nt J.</u>			X	Director	10%	Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2018	1	Officer (give title below)	Other below	(specify /)				
805 KING FAR	M BLVD, SU	JITE 550									
			4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Cher Line)								
(Street) ROCKVILLE MD		20850		X	Form filed by One Reporting Person						
	MD	20030			Form filed by More than One Reporting Person						
(City)	(State)	(Zip)									
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

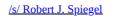
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock, Class A	02/13/2018		D		5,130 ⁽¹⁾	D	\$ <mark>18</mark>	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature Execution Date, Derivative Expiration Date Derivative Conversion Date Transaction of Securities derivative Ownership of Indirect Underlying Derivative Security (Month/Dav/Year) Derivative Security or Exercise Code (Instr. (Month/Dav/Year) Security Securities Form: Beneficial (Instr. 3) Price of (Month/Day/Year) 8) (Instr. 5) Direct (D) Securities Beneficially Ownership Derivative Acauired (Instr. 3 and 4) (Instr. 4) Owned or Indirect Following Security (A) or Disposed (I) (Instr. 4) Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Expiration Date of Shares (A) (D) Exercisable ν Title Code Date Director Stock Commor 02/13/2018 (2) 30.000 \$14.04 D 30.000 01/16/2025 Option \$3.96 0 D Stock (right to buy) Director Stock Common Option \$16.23 02/13/2018 D 20,000 (2) 05/29/2025 20.000 0 D \$1.77 Stock (right to buy) Director Stock Option Common 02/13/2018 (2) 10,000 \$10.3 D 10.000 06/01/2027 \$7.7 0 D Stock (right to buy)

Explanation of Responses:

1. This common stock was purchased for \$18.00 per share share in cash, subject to any required withholding of taxes and without interest, upon the effective time of the merger of Sun Acquisition Co.with and into Sucampo Pharmaceuticals, Inc. pursuant to that certain Agreement and Plan of Merger by and among Mallinckrodt plc, Sun Acquisition Co. and Sucampo Pharmaceuticals, Inc. dated December 23, 2017 (the "Merger Agreement"). The common stock consisted of restricted stock units that were accelerated as a result of the Merger Agreement.

2. This option was cancelled and converted into the right to receive in cash the amount per share by which \$18.00 exceeds the exercise price of the option, subject to any applicable tax witholdings (such amount, the "Option Spread"), upon the effective time of the merger of Sun Acquisition Co.with and into Sucampo Pharmaceuticals, Inc. pursuant to the Merger Agreement. The Option Spread for the unvested portion of the option, if any, will be paid in accordance with the schedule described in the Merger Agreement.



02/13/2018 Date

** Signature of Reporting Person

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

 * 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).

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

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 Number.