VCA INC
Form 4
February 27, 2015

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAUBER NEIL

(Last) (First) (Middle)

C/O VCA INC., 12401 WEST OLYMPIC BOULEVARD

(Street)

LOS ANGELES, CA 90064

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VCA INC [WOOF]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior VP

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.001 per share	09/08/2014		G	V	15,909 (1)	D	$ 0	156,781	D	
Common Stock, par value $0.001 per share	09/08/2014		G	V	15,909	A	$ 0	15,909	I	See footnote (2)
Common Stock, par	02/25/2015		A		14,646 (3)	A	$ 0	171,427	D	

value $0.001 per share								
Common Stock, par value $0.001 per share	02/25/2015		F	2,218 (4)	D	$ 53.25	169,209	D
Common Stock, par value $0.001 per share	02/25/2015		A	11,524 (5)	A	$ 0	180,733	D

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAUBER NEIL C/O VCA INC. 12401 WEST OLYMPIC BOULEVARD LOS ANGELES, CA 90064			Senior VP	

Signatures

/s/ Neil Tauber	02/26/2015
**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) Represents the transfer of shares to a trust (the "Trust") established for the benefit of the Reporting Person's child and of which the Reporting Person's brother is trustee.

(2) These shares are held for the account of the Trust. The Reporting Person continues to report beneficial ownership of the shares held for the account of the Trust but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(3) Represents an award of performance based restricted stock units granted under the Issuer's 2006 Equity Incentive Plan. Each restricted stock unit represents the right to receive one share of the Issuer's common stock, par value $0.001 per share. These restricted stock units vest in four equal annual installments on February 25, 2015, September 24, 2015, September 24, 2016, and September 24, 2017, subject to the terms and conditions set forth in the applicable restricted stock unit award agreement.

(4) Reflects the number of shares of common stock withheld by the Issuer to pay the tax liability of the Reporting Person in connection with the settlement of vested restricted stock units previously granted to the Reporting Person.

(5) Represents an award of performance based restricted stock units granted under the Issuer's 2006 Equity Incentive Plan. Each restricted stock unit represents the right to receive one share of the Issuer's common stock, par value $0.001 per share. These restricted stock units vest in four equal annual installments on October 7, 2015, October 7, 2016, October 7, 2017, and October 7, 2018, subject to the terms and conditions set forth in the applicable restricted stock unit award agreement.

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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