

BIO REFERENCE LABORATORIES INC

Form 4

August 20, 2015

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 *
GRODMAN MARC

2. Issuer Name **and** Ticker or Trading
Symbol
**BIO REFERENCE
LABORATORIES INC [BRLI]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
481 EDWARD H. ROSS DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2015

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

ELMWOOD PARK, NJ 07407

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

(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	08/20/2015		D	1,937,502	D <u>(1)</u> 0	D	
Common Stock	08/20/2015		D	159,464	D <u>(1)</u> 0	I	By Trust (2)
Common Stock	08/20/2015		D	244,834	D <u>(1)</u> 0	I	By Spouse and Children (3)
Common Stock	08/20/2015		D	200,000	D <u>(1)</u> 0	I	By Spouse's

Common Stock	08/20/2015	D	200,000	D	<u>(1)</u>	0	I	Trust ⁽⁴⁾ By Trust ⁽⁵⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Nu Deriv Secur Bene Own 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
GRODMAN MARC 481 EDWARD H. ROSS DRIVE ELMWOOD PARK, NJ 07407	X President and CEO

Signatures

/s/ Marc
Grodman 08/20/2015

 Signature of Date
Reporting Person

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) As of the effective time of the transactions contemplated by the Agreement and Plan of Merger, dated as of June 3, 2015 (the "Merger Agreement"), by and among the Issuer, OPKO Health, Inc., a Delaware corporation ("OPKO"), and Bamboo Acquisition, Inc., a New Jersey corporation, each share of the Issuer's common stock held by the reporting person was disposed of pursuant to the Merger

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Agreement in exchange for 2.75 shares of OPKO common stock.

- (2) Represents shares held in a successor trust to a grantor retained annuity trust of which Pam Gau Grodman, the reporting person's spouse, and Rich Faherty are trustees.
- (3) Represents 145,834 shares directly owned by the reporting person's wife and 99,000 shares owned by their children. The reporting person disclaims beneficial ownership of these 244,834 shares.
- (4) Represents 200,000 shares held in trust for the benefit of the reporting person's wife and children, of which the reporting person and Mr. Ariel Fuentes are the co-trustees.
- (5) Represents 200,000 shares held in trust for the benefit of the reporting person and children, of which the reporting person's wife is the trustee.

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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