

SYMANTEC CORP

Form 3

March 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Silver Lake (Offshore) AIV
GP IV, Ltd.

(Last) (First) (Middle)

C/O SILVER LAKE
PARTNERS,Â 2775 SAND
HILL ROAD, SUITE 100

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/04/2016

3. Issuer Name and Ticker or Trading Symbol

SYMANTEC CORP [SYMC]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock ⁽¹⁾

79

I

See Footnote ⁽²⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
			Title	Amount or Number of Shares			
2.500% Convertible Senior Notes due 2021 ⁽¹⁾ <u> </u> ⁽⁵⁾ <u> </u> ⁽³⁾ <u> </u>		⁽⁶⁾ <u> </u>	Common Stock	14,908,525 ⁽⁷⁾ <u> </u>	\$ 16.77 ⁽⁸⁾ <u> </u>	I	Held through SLP IV Mustang Holdings, L.P. ⁽⁹⁾ <u> </u>
2.500% Convertible Senior Notes due 2021 ⁽¹⁾ <u> </u> ⁽⁵⁾ <u> </u> ⁽⁴⁾ <u> </u>		⁽⁶⁾ <u> </u>	Common Stock	14,908,525 ⁽⁷⁾ <u> </u>	\$ 16.77 ⁽⁸⁾ <u> </u>	I	Held through SLP IV Seal Holdings, L.P. ⁽¹⁰⁾ <u> </u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silver Lake (Offshore) AIV GP IV, Ltd. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	☒	☐	☐	☐
Silver Lake Technology Associates IV Cayman, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	☒	☐	☐	☐
SLP IV Mustang GP, L.L.C. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	☒	☐	☐	☐
SLP IV Seal GP, L.L.C. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	☒	☐	☐	☐
SLP IV Mustang Holdings, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	☒	☐	☐	☐
SLP IV Seal Holdings, L.P. C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	☒	☐	☐	☐
Hao Kenneth C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	☒	☐	☐	☐

Signatures

/s/ Karen M. King, Director, on behalf of Silver Lake (Offshore) AIV GP IV, Ltd.	03/14/2016
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake (Offshore) AIV GP IV, Ltd., L.P., general partner of Silver Lake Technology Associates IV Cayman, L.P.	03/14/2016
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake (Offshore) AIV GP IV, Ltd., L.P., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Mustang GP, L.L.C.	03/14/2016
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake (Offshore) AIV GP IV, Ltd., L.P., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Seal GP, L.L.C.	03/14/2016
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake (Offshore) AIV GP IV, Ltd., L.P., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Mustang GP, L.L.C., general partner of SLP IV Mustang Holdings, L.P.	03/14/2016
__Signature of Reporting Person	Date
/s/ Karen M. King, Director, on behalf of Silver Lake (Offshore) AIV GP IV, Ltd., L.P., general partner of Silver Lake Technology Associates IV Cayman, L.P., managing member of SLP IV Seal GP, L.L.C., general partner of SLP IV Seal Holdings, L.P.	03/14/2016
__Signature of Reporting Person	Date
/s/ Kenneth Y. Hao, by Karen M. King, Attorney-in-fact for Kenneth Y. Hao	03/14/2016
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is filed on behalf of SLP IV Mustang Holdings, L.P. ("Mustang"), SLP IV Seal Holdings, L.P. ("Seal"), SLP IV Mustang GP, L.L.C. ("Mustang LLC"), SLP IV Seal GP, L.L.C. ("Seal LLC"), Silver Lake Technology Associates IV Cayman, L.P. ("SLTA"), Silver Lake (Offshore) AIV GP IV, Ltd. ("AIV GP" and collectively with Mustang, Seal, Mustang LLC, Seal LLC, and SLTA, "Silver Lake") and Mr. Kenneth Hao. Mustang LLC is the general partner of Mustang. Seal LLC is the general partner of Seal. SLTA is the managing member of each of Mustang LLC and Seal LLC. AIV GP is the general partner of SLTA. Mr. Kenneth Hao serves as a member of the board of directors of Symantec Corporation (the "Issuer"). Each of Mustang, Seal, Mustang LLC, Seal LLC, SLTA and AIV GP may be deemed to be a director by deputation of the Issuer.
- (2) Mr. Hao has an indirect pecuniary interest in these shares of the Issuer's common stock ("Common Stock") held in a managed account through a broker-dealer.
- (3) Mustang LLC, as the general partner of Mustang, SLTA, as the managing member of Mustang LLC, and AIV GP, as the general partner of SLTA, may each be deemed to be the indirect beneficial owner of the securities directly owned by Mustang under Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Mr. Hao serves as a director of AIV GP and may be deemed to share voting and investment power with respect to the securities beneficially owned by Mustang. However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that any Reporting Person is a beneficial owner of all securities covered by this filing, and each Reporting Person (except for Mustang) disclaims beneficial ownership of the securities held by Mustang, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (4) Seal LLC, as the general partner of Seal, SLTA, as the managing member of Seal LLC, and AIV GP, as the general partner of SLTA, may each be deemed to be the indirect beneficial owner of the securities directly owned by Seal under Rule 16a-1(a)(2) promulgated under the Exchange Act. Mr. Hao serves as a director of Seal LLC and AIV GP and may be deemed to share voting and investment

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power with respect to the securities beneficially owned by Seal. However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that any Reporting Person is a beneficial owner of all securities covered by this filing, and each Reporting Person (except for Seal) disclaims beneficial ownership of the securities held by Seal, except to the extent of such Reporting Person's pecuniary interest therein, if any.

- (5) In accordance with an investment agreement, dated as of February 3, 2016, Mustang and Seal are restricted from converting the Issuer's 2.500% Convertible Senior Notes due 2021 (the "Convertible Notes") prior to the earlier of (i) the first anniversary of the date of issuance and (ii) the consummation of any change in control of the Issuer or entry into a definitive agreement for a transaction that, if consummated, would result in a change in control of the Issuer, in each case, subject to certain exceptions.
- (6) The Convertible Notes mature on April 1, 2021, subject to earlier redemption, repurchase or conversion in accordance with their terms.
- (7) Upon conversion of the Convertible Notes, the Issuer will deliver, at its election, cash, shares of Common Stock or a combination of cash and shares of Common Stock. This number represents the number of shares of Common Stock issuable upon conversion of the Convertible Notes if the Issuer elects to settle its conversion obligation solely through shares of Common Stock by delivering a number of shares of Common Stock at the initial conversion rate of 59.6341 shares of Common Stock, and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes. The initial conversion rate is subject to adjustment from time to time upon the occurrence of certain customary events in accordance with the terms of an indenture, dated as of March 4, 2016, by and between the Issuer and Wells Fargo Bank, National Association, as trustee.
- (8) The initial conversion rate of 59.6341 per \$1,000 principal amount of Convertible Notes is equivalent to an initial conversion price of approximately \$16.77 per share of Common Stock.
- (9) These securities are directly held by Mustang. See footnote 3.
- (10) These securities are directly held by Seal. See footnote 4.

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Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

Exhibit List:

Exhibit 24 - Power of Attorney

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.