SEC Form 4

Time Vested

\$0.00

05/30/2019

Restricted

Check this box if no longer

See Instruction 1(b).

subject to Section 16. Form 4 or

Form 5 obligations may continue.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 4 Washington, D.C. 20549

## 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

OMB APPROVAL

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D

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hours per response: 0.5

				or Se	ection 3	30(h) of	the In	ivestmer	nt Com	pany <i>I</i>	Act of 19	)40					
Name and Address of Reporting Person*     Minetola Matthew				2. Issuer Name <b>and</b> Ticker or Trading Symbol Travelport Worldwide LTD [ TVPT ]							l	5. R (Ch	elationship eck all app Direc	licable)	ng Person(s) to Is		
(Last) (First) (Middle) 300 GALERIA PARKWAY, NW			3. Date of Earliest Transaction (Month/Day/Year) 05/30/2019							ear)	<b>-</b>		er (give title v)		(specify		
(Street) ATLANTA (City)	GA (State	30339 e) (Zip)	1	4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of Security (Instr. 3)  2. Transact Date			2. Transaction	n	2A. Deemed Execution Date, i any (Month/Day/Year		l Date, if	Code		4. Securities Acquired or Disposed Of (D) (In 4 and 5)		red (A)	5. Amo Securio Benefic Owned Follow	ties cially l ing	Indirect (I)		
							Code	e V	An	nount	(A) or (D)	Price		ted action(s) 3 and 4)			
Common Sha	ires		05/30/201	.9	)			D		82,246 D		(1)		0	D		
			Tabl								sed of, or			)wned			
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  2. Conversion Date (Month/Day/Year)		Execution Date, if any		Transaction of Code (Instr. B) Sec Acc (A) Dis of (Instr. Code Instr. Sec Acc (A) Dis (Instruction Instruction Ins		of Deriv Secur Acqu (A) or Dispo	vative rities uired or osed )) r. 3, 4	Expira	Expiration Date (Month/Day/Year) Am Sect Und Der Sect		. Title and the count of the count of the country o	of s ng	8. Price of Derivative Security (Instr. 5)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
					Code	v	(A)	(D)	Da Exerci		Expira Dat		Title	Amount or Number of Shares			

Share Units	40,00	03/30/2013	<u>                                     </u>				,,	.,		Shares	.,	, ,		
Time Vested Restricted Share Units	\$0.00	05/30/2019		D			10,221	(4)	(4)	Common Shares	10,221	(2)	0	D
Time Vested Restricted Share Units	\$0.00	05/30/2019		D			16,986	(5)	(5)	Common Shares	16,986	(2)	0	D
Nonqualified Stock Option		05/30/2019		D			36,023	(6)	(6)	Common Shares	36,023	(6)	0	D
Nonqualified Stock Option		05/30/2019		D			34,466	(7)	(7)	Common Shares	34,466	(8)	0	D
Nonqualified Stock Option		05/30/2019		D			59,080	(9)	(9)	Common Shares	59,080	(8)	0	D
Explanation of Responses:														

4,488

(3)

D

Common

Shares

4,488

(3)

1. At the Effective Time (as defined below), pursuant to the Merger Agreement (as defined below), each common share, par value \$0.0025 per share ("Company Common Share"), of Travelport Worldwide Limited ("Travelport") that was outstanding immediately prior to the Effective Time was cancelled and converted into the right to receive \$15.75 in cash (the

- "Merger Consideration"), subject to applicable withholding taxes.
- 2. At the Effective Time, pursuant to the Merger Agreement, each restricted share unit in respect of Company Common Shares ("Company RSUs") that was outstanding as of immediately prior to the Effective Time was cancelled and converted into the right to receive an amount in cash equal to the product of (i) the total number of Company Common Shares subject to such Company RSU and (ii) the Merger Consideration, plus accrued dividends thereon.
- 3. Time-vested restricted share units that were scheduled to vest on 04/15/2020.
- 4. Time-vested restricted share units that were scheduled to vest in equal installments on 04/15/2020 and 04/15/2021.
- 5. Time-vested restricted share units that were scheduled to vest in equal installments on 4/15/2020, 4/15/2021 and 4/15/2022.
- 6. Nonqualified stock options that were fully vested and exercisable. Pursuant to the Merger Agreement, these nonqualified stock options which had an exercise price greater than the Merger Consideration were cancelled.
- 7. Nonqualified stock options that were partially vested and exercisable, with the remaining unvested nonqualified stock options scheduled to vest on 10/15/2019.
- 8. At the Effective Time, each nonqualified stock option in respect of Company Common Shares that was outstanding as of immediately prior to the Effective Time and which had an exercise price of less than the Merger Consideration was cancelled and converted into the right to receive an amount in cash equal to the product of (i) the total number of Company Common Shares subject to such nonqualified stock option and (ii) the Merger Consideration, less the applicable exercise price.
- 9. Nonqualified stock options that were partially vested and exercisable, with the remaining unvested nonqualified stock options scheduled to vest on 04/15/2020.

## Remarks:

Executive Vice President and Chief Information Officer. This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 9, 2018, by and among Travelport, Toro Private Holdings III, Ltd. ("Parent"), and following execution of the joinder agreement, dated December 11, 2018, Toro Private Holdings IV, Ltd. ("Merger Sub"), a copy of which is filed as Exhibit 2.1 to Travelport's Form 8-K filed with the SEC on December 10, 2018, pursuant to which Merger Sub merged with and into Travelport, with Travelport continuing as the surviving company and a wholly owned subsidiary of Parent on May 30, 2019 (the "Effective Time").

/s/ Rochelle Boas, as Attorney-in-Fact for Matthew Minetola

\*\* Signature of Reporting Person Date

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.