SEC Form 4

FORM 4

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 Washington, D.C. 20549

wasnington, 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

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* FORBES SCOTT E			2. Issuer Name and Ticker or Trading Symbol Travelport Worldwide LTD [TVPT]							5. Relationship of Reporting Person(s) to Issue (Check all applicable)			
(Last) AXIS ONE, AXIS	(First) 5 PARK	(Middl	le)	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2019							Director Officer (give title below)		Owner (specify)
(Street) LANGLEY, BERKSHIRE (City)	X0 (State)	SL3 8 <i>t</i>	AG	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indi Line) X	,		
			Table I - Non-	Deriv	vative Securities Acq	uired, I	Dispos	ed of, or Ben	eficially	Owned			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code		4. Securities Acquired or Disposed Of (D) (I 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Shares			05/30/2019	9		D		9,822	D	(1)	0	D	

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

П	(e.g., puts, calls, warrants, options, convertible securities)														
	1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Number		6. Date Exercisable and		7. Title and		8. Price of	9. Number of	10.
-	Derivative	Conversion	Date	Execution Date, if	Transaction of		of	Expiration Date		Amount of		Derivative	derivative	Ownership	
	Security	or Exercise	(Month/Day/Year)	any	Code (Instr. Derivat		ative	(Month/Day/Year)		Securities		Security	Securities	Form:	
ıl	(Instr. 3)	Price of	ì	(Month/Day/Year)	8) Securities		ities	[`		Underlying		(Instr. 5)	Beneficially	Direct (D)	
П	` ′	Derivative		`	Acquired		ired			Derivative		`	Owned	or Indirect	
		Security			(A) o		(A) or		Security (Instr. 3			Following	(I) (Instr.		
П					Di		Dispo	Disposed			and 4)			Reported	4)
							of (D)				_ ′			Transaction(s)	·
П							(Instr. 3, 4							(Instr. 4)	
							and 5)							ì	
П												Δ .			
П												Amount			
П												or			
П									₅ .	<u>.</u>		Number			
П					[,		, , ,			Expiration		of			
Н					Code	V	(A)	(D)	Exercisable	Date	Title	Shares			

Time Vested Restricted Share Units	\$0.00	05/30/2019	D		6,857	(3)	(3)	Common Shares	6,857	(2)	0	D	

Explanation of Responses:

- 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 the earlier of (1) the last business day prior to the 2019 annual general meeting of shareholders of Travelport Worldwide Limited or (2) June 27, 2019.

Remarks:

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 Scott E. Forbes

** 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.