SEC Form 4

Check this box if no longer

See Instruction 1(b).

Wilson Gordon A.

(Last)

subject to Section 16. Form 4 or

Form 5 obligations may continue.

Name and Address of Reporting Person*

(First)

FORM 4

(Middle)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION 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

2. Issuer Name and Ticker or Trading Symbol

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

Travelport Worldwide LTD [TVPT]

OMB APPROVAL

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

Officer (give title

OMB Number: 3235-0287

10% Owner

Other (specify

Estimated average burden hours per response:

(Last) (First) (Middle) AXIS ONE, AXIS PARK		lle)	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2019							X	below)	Presiden	below	(specify		
(Street) LANGLEY, BERKSHIRE (City)	X0 (State)	X0 SL3 8AG (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)	Individual or Joint/Group Filing (Check Applicable			
			Table I - Non-	Derivativ	e Secur	ities A	cguired,	Dispos	sed of, o	or Bene	eficiall	v Owned				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Y	on 2A. Deemed Execution Date, i		Code		4. Securities Acquired			red (A) or	Securiti Benefici Owned Followin	les I () () () I ng ()		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						Code	v	Amo	ount	(A) 01 (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Shares	s		05/30/2019	9			D		1,076	6,315	D	(1)		0	D	
			Tab				ities Acqı varrants,					ficially O	wned			
1. Title of Derivative Security (Instr. 3) 2. Conversion One Exercise Price of Derivative Security 2. Conversion Date (Month/Day/Year)		3A. Deemed Execution Dat any (Month/Day/Y	on Date, if Transaction Code (Instr.		n of r. Deri Secu Acq (A) Disp (D)	of I		Expiration Date Month/Day/Year) And Day Do See		Amount of Securities Underlying Derivative	Underlying Derivative Jecurity (Instr. 3		9. Number of derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	Ownersh Form: Direct (D or Indire (I) (Instr. 4)		
				Cod	le V	(A)	(D)		ate cisable		ration ite	Title	Amount or Number of Shares			
Time Vested	\$0.00	05/20/2010					10.200		23)		, l	Common	10.200	(2)		
Restricted Share Units Time Vested Restricted	\$0.00	05/30/2019		D			19,369 44,971		(3)	(3		Shares Common	19,369 44,971	(2)	0	D D

Explanation of Responses:

Restricted

Share Units Time Vested

Restricted

Share Units Nonqualified

Stock Option

Nonqualified

Stock Option

\$0.00

\$16

\$13.23

05/30/2019

05/30/2019

05/30/2019

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.

D

D

D

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.

57,491

171,875

254,975

(5)

(6)

(8)

(5)

(6)

(8)

57,491

171,875

254,975

Shares

Common

Shares

Common

Shares

Common

Shares

(2)

(6)

(7)

0

0

0

D

D

D

- 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. 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.
- 8. Nonqualified stock options that were partially vested and exercisable, with the remaining unvested nonqualified stock options scheduled to vest on 04/15/2020.

Remark

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 Gordon A. Wilson
** 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.