

SOLTA MEDICAL INC

Form 4

January 27, 2014

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 *
Nardoci Jeffrey C

(Last) (First) (Middle)

C/O SOLTA MEDICAL, 25881
INDUSTRIAL BLVD.

(Street)

HAYWARD, CA 94545

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SOLTA MEDICAL INC [SLTM]

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP Worldwide Mktg/GM Surg Supp

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	01/23/2014		U	Amount <u>130,580</u> (1)	(A) or (D) D \$ 2.92	0	D
Common Stock	01/23/2014		M	8,346 (2)	A (2)	8,346	D
Common Stock	01/23/2014		M	14,906 (2)	A (2)	14,906	D
Common Stock	01/23/2014		U	8,346	D \$ 2.92	0	D
Common Stock	01/23/2014		U	14,906	D \$ 2.92	0	D

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

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SEC 1474
(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)	Amount or Number of Shares
Performance Restricted Stock Unit	(2)	01/23/2014		M	8,346	(2) 02/08/2022	Common Stock	8,346
Performance Restricted Stock Unit	(2)	01/23/2014		M	14,906	(2) 02/04/2023	Common Stock	14,906
Employee Stock Option (Right to Buy)	\$ 2.48	01/23/2014		D	68,750	(3) 10/28/2019	Common Stock	68,750
Employee Stock Option (Right to Buy)	\$ 1.91	01/23/2014		D	52,085	(3) 02/08/2020	Common Stock	52,085

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nardoci Jeffrey C C/O SOLTA MEDICAL 25881 INDUSTRIAL BLVD. HAYWARD, CA 94545	VP Worldwide Mktg/GM Surg Supp

Signatures

/s/ Jeffrey C.
Nardoci

01/26/2014

 Signature of
Reporting Person

Date

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).

- Includes 107,133 shares deemed acquired pursuant to the grant of restricted stock units ("RSU's") on various dates. The vesting of the
- (1) RSU's was accelerated in connection with the merger of the Issuer with Valeant Pharmaceuticals International, a Delaware corporation (the "Merger").
- (2) Each performance right represented a contingent right to receive a share of Issuer common stock based on the Issuer's stock price performance. In connection with the Merger, the vesting (thus, the settlement) of the performance right was accelerated.
- This option, which had become fully vested and exercisable, was cancelled at the closing of the Merger in exchange for a cash payment
- (3) equal to the product of (a) the number of shares underlying this option and (b) the difference between the merger consideration of \$2.92 per share and the exercise price per share of this option.

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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