

Platform Specialty Products Corp
Form SC 13D/A
March 20, 2015

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Platform Specialty Products Corporation
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

72766Q 105 (Common Stock)
(CUSIP Number)

Mariposa Acquisition, LLC
5200 Blue Lagoon Drive, Suite 855
Miami, Florida 33126
Attn: Martin E. Franklin
(561) 447-2510

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 20, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 72766Q 105

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Mariposa Acquisition, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

11,509,987*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0

10 SHARED DISPOSITIVE POWER

11,509,987*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,509,987*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.0%*

14 TYPE OF REPORTING PERSON (See Instructions)

OO

* See Item 5.

SCHEDULE 13D

CUSIP No. 72766Q 105

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Martin E. Franklin Revocable Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

12,173,336*

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0

10 SHARED DISPOSITIVE POWER

12,173,336*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,173,336*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%*

14 TYPE OF REPORTING PERSON (See Instructions)

OO

* See Item 5.

SCHEDULE 13D

CUSIP No. 72766Q 105

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Martin E. Franklin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

12,387,897*

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH 12,387,897*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,387,897*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.4%*

14 TYPE OF REPORTING PERSON (See Instructions)

IN

* See Item 5.

Item 1. Security and Issuer.

This Amendment No. 4 (this Amendment) amends the Statement on Schedule 13D, filed with the Commission on January 27, 2014 (as amended by Amendment No. 1, filed on March 14, 2014, Amendment No. 2, filed on October 7, 2014, and Amendment No. 3 filed on January 2, 2015, the Statement), with respect to the common stock, par value \$0.01 per share (the Common Stock), of Platform Specialty Products Corporation, a Delaware corporation (the Issuer). The principal executive offices of the Issuer are located at 1450 Centrepark Blvd., Suite 210, West Palm Beach, FL 33401. Unless specifically amended hereby, the disclosure set forth in the Statement shall remain unchanged. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings set forth in the Statement.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) This Statement is being jointly filed by Mariposa Acquisition, LLC, a Delaware limited liability company (Mariposa), the Martin E. Franklin Revocable Trust (the Trust) and Martin E. Franklin (Franklin), and together with Mariposa and the Trust, collectively referred to as the Reporting Persons), pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission (the Commission) pursuant to Section 13 of the Securities Exchange Act of 1934, as amended. Mariposa is a private investment vehicle of Franklin, who is the sole managing member of Mariposa. Franklin is the settlor and the trustee of the Trust.

(b) The business address of each of the Reporting Persons is 5200 Blue Lagoon Drive, Suite 855, Miami, Florida 33126.

(c) The present principal business of Mariposa is that of a private investment fund, engaged in the purchase and sale of securities for investment for its own account. The present principal business of the Trust is managing and holding investments for the benefit of the trust beneficiaries. Franklin directs the activities of Mariposa, the Trust and other affiliated private investment vehicles.

(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons was, during the last five years, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mariposa is organized under the laws of the State of Delaware. The Trust is organized under the laws of the State of Florida. Franklin is a citizen of the United Kingdom.

Item 3. Source and Amount of Funds or Other Consideration.

The information set forth in Item 5(c) of this Statement is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a) - (c) of Item 5 of the Statement are hereby amended and restated in their entirety as follows:

(a) - (b) As of the date hereof, each of Franklin, Mariposa and the Trust have shared power to vote, or to direct the vote, and shared power to dispose, or to direct the disposition of, an aggregate of 12,387,897, 11,509,987 and 12,173,336 shares of Common Stock, respectively. These amounts consist of (i) 663,349 shares of Common Stock held directly by the Trust, (ii) 243,110 shares of Common Stock held indirectly by Franklin through RSMA LLC, (iii) 10,449,987 shares of Common Stock held directly by Mariposa, and (iv) 1,060,000 shares of Series A Preferred Stock held directly by Mariposa that are convertible at any time at the option of the holder into the same number of shares of Common Stock. In the aggregate, such 12,387,897, 11,509,987 and 12,173,336 shares of Common Stock represent approximately 6.4%, 6.0% and 6.3%, respectively, of all outstanding shares of Common Stock (calculated based on 192,145,472 shares of Common Stock outstanding as of March 17, 2015 and assuming the conversion of the shares of Series A Preferred Stock, but without including any conversion of shares of Series A Preferred Stock held by any other person). Franklin owns, indirectly, 61.32% of Mariposa, representing 6,407,932 shares of Common Stock and 649,992 shares of Series A Preferred Stock.

(c) On March 20, 2015, Mariposa distributed an aggregate of 1,073,809 shares of the Issuer's common stock pro rata to its members (the Distribution), which included Franklin and RSMA, LLC. Franklin is the manager of Mariposa and the managing member of RSMA, LLC and may be considered to have beneficial ownership of their respective interests in the Issuer. Franklin disclaims beneficial ownership of any shares in which he does not have a pecuniary interest. Immediately following the Distribution, Franklin gifted 2,000 shares of common stock to unrelated third parties and transferred an aggregate of 663,349 shares of the Issuer's common stock to the Trust.

Item 7. Materials to be Filed as Exhibits.

Exhibit A Joint Filing Agreement among the Reporting Persons, dated March 20, 2015.

SIGNATURE

After reasonable inquiry and to the best of each of the Reporting Person's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

/S/ MARTIN E. FRANKLIN
Martin E. Franklin

Dated: March 20, 2015

MARIPOSA ACQUISITION, LLC

By: /S/ DESIREE DESTEFANO
Name: Desiree DeStefano
Title: President

MARTIN E. FRANKLIN REVOCABLE TRUST

By: /S/ MARTIN E. FRANKLIN, TRUSTEE
Martin E. Franklin, as settlor and trustee of

the Martin E. Franklin Revocable Trust

EXHIBIT A

SCHEDULE 13D JOINT FILING AGREEMENT

In accordance with the requirements of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and subject to the limitations set forth therein, the parties set forth below agree to jointly file the Schedule 13D/A to which this Joint Filing Agreement is attached, and have duly executed this Joint Filing Agreement as of the date set forth below.

/S/ MARTIN E. FRANKLIN
Martin E. Franklin

Dated: March 20, 2015

MARIPOSA ACQUISITION, LLC

By: /S/ DESIREE DESTEFANO
Name: Desiree DeStefano
Title: President

MARTIN E. FRANKLIN REVOCABLE TRUST

By: /S/ MARTIN E. FRANKLIN, TRUSTEE
Martin E. Franklin, as settlor and trustee of

the Martin E. Franklin Revocable Trust