

Mallinckrodt plc  
Form 4  
July 02, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Edwards Peter G

(Last) (First) (Middle)

C/O MALLINCKRODT PLC, 675  
JAMES S. MCDONNELL BLVD.

(Street)

HAZELWOOD, MO 63042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Mallinckrodt plc [MNK]

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

06/28/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Ordinary Shares                 | 06/28/2013                           |  | A                              |   | 5,047<br><u>(1)</u>   | A  | \$ 0 5,047 D                      |
| Ordinary Shares                 | 07/01/2013                           |  | A                              |   | 5,455<br><u>(2)</u>   | A  | \$ 0 10,502 D                     |

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

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SEC 1474 (9-02)

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**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) |                 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title           | Amount or Number of Shares |
| Share Options (Right to Buy)               | \$ 29.89   | 06/28/2013                           |  | A <sup>(3)</sup>               | 3,994   | 06/28/2013 <sup>(4)</sup>                                | 05/31/2020  | Ordinary Shares | 3,994                      |
| Share Options (Right to Buy)               | \$ 31.12   | 06/28/2013                           |  | A <sup>(3)</sup>               | 7,007   | 12/01/2013 <sup>(5)</sup>                                | 11/30/2020  | Ordinary Shares | 7,007                      |
| Share Options (Right to Buy)               | \$ 33.67   | 06/28/2013                           |  | A <sup>(3)</sup>               | 8,326   | 12/01/2013 <sup>(6)</sup>                                | 11/30/2021  | Ordinary Shares | 8,326                      |
| Share Options (Right to Buy)               | \$ 41.73   | 06/28/2013                           |  | A <sup>(3)</sup>               | 12,384  | 12/03/2013 <sup>(7)</sup>                                | 12/02/2022  | Ordinary Shares | 12,384                     |
| Share Options (Right to Buy)               | \$ 44  | 07/01/2013                           |  | A <sup>(8)</sup>               | 15,630  | 07/01/2016 <sup>(9)</sup>                                | 06/30/2023  | Ordinary Shares | 15,630                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| Edwards Peter G<br>C/O MALLINCKRODT PLC<br>675 JAMES S. MCDONNELL BLVD.<br>HAZELWOOD, MO 63042 |               |           |         | See Remarks |

## Signatures

/s/ Miriam R. Singer (By Power of Attorney)

07/02/2013

\_\_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).

(1) Consists of previously granted Restricted Stock Unit ("RSU") awards converted pursuant to the terms of the Employee Matters Agreement by and between Covidien plc ("Covidien") and Mallinckrodt plc ("Mallinckrodt"), dated as of June 28, 2013 (the "Employee Matters Agreement"), to reflect the separation of the pharmaceuticals business of Covidien (the "Business") on June 28, 2013 from the rest of Covidien by means of the declaration of a dividend in specie of the Business, to be effected by the transfer of the Business from Covidien to Mallinckrodt and the issuance by Mallinckrodt of ordinary shares in its share capital, par value \$0.20 per share ("Ordinary Shares"), credited as fully paid directly to Covidien's shareholders (the "Transaction"). Upon vesting, the RSUs convert to Ordinary Shares. The Reporting Person is entitled to receive dividend equivalent units on the RSUs. The RSUs vest on the schedule set forth in the original grant agreement.

(2) RSUs that vest in equal installments on each of the third and fourth anniversary of the grant date. RSUs are settled in Ordinary Shares upon vesting (July 1, 2016 and July 1, 2017). The Reporting Person is entitled to receive dividend equivalent units in connection with these RSUs.

(3) Consists of previously granted employee stock options converted pursuant to the terms of the Employee Matters Agreement to reflect the separation of the pharmaceuticals business of Covidien from the rest of Covidien pursuant to the Transaction. The employee stock options vest and are exercisable on the schedule set forth in the original grant agreement. Generally options vest ratably on the first, second, third, and fourth anniversary of the original grant date and expire on the ten year anniversary date of the original grant date.

(4) Options with respect to 1,998 Ordinary Shares vest on June 1, 2014.

(5) Vests in equal annual installments on December 1, 2013 and December 1, 2014.

(6) Vests in equal annual installments December 1, 2013, December 1, 2014 and December 1, 2015.

(7) Vests in equal annual installments on each of December 3, 2013, December 3, 2014, December 3, 2015 and December 3, 2016.

(8) These employee stock options were granted to the Reporting Person in connection with the Transaction. They vest and become exercisable in equal installments on each of the third and fourth anniversary (July 1, 2016 and July 1, 2017) of the grant date and expire on the ten year anniversary of the grant date.

(9) These options become exercisable in equal installments on each of the third and fourth anniversary of the grant date (July 1, 2016 and July 1, 2017).

### Remarks:

Senior Vice President, General Counsel and Assistant Secretary

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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