Mallinckrodt plc Form 4 April 14, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

Ordinary

Shares

04/13/2015

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BAILEY DON M			2. Issuer Name and Ticker or Trading Symbol Mallinckrodt plc [MNK]	5. Relationship of Reporting Person(s) to Issuer
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)
675 MCDONNELL BLVD.			(Month/Day/Year) 04/13/2015	XDirector10% Owner Officer (give title below) Other (specify below)
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
HAZELWOOI	O, MO 6304	12	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of (	` ′	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)
Ordinary Shares	04/13/2015		M(1)	40,000	A	\$ 26.95	179,607	D	
Ordinary Shares	04/13/2015		S <u>(1)</u>	27,540	D	\$ 127.31 (2)	152,067	D	
Ordinary Shares	04/13/2015		S <u>(1)</u>	11,560	D	\$ 128.19 (3)	140,507	D	

900

 $S^{(1)}$ 

\$

D

129.21 139,607

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				(
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A) (D)				of Shares
Stock Options								Ordinary	
(Right to Buy)	\$ 26.95	04/13/2015		M <u>(1)</u>	40,000	(5)	02/15/2022	Shares	40,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BAILEY DON M 675 MCDONNELL BLVD. HAZELWOOD, MO 63042	X						

## **Signatures**

/s/Kenneth L. Wagner,
Attorney-in-Fact
04/14/2015

\*\*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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on November 26, 2014.
- This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$126.87 to \$127.85, inclusive.
- (2) Mr. Bailey will provide, upon request of the SEC staff, Mallinckrodt plc, or a shareholder of Mallinckrodt plc complete information regarding the number of shares sold at each price within the ranges set forth in footnotes (2) (4) to this Form 4.
- (3) This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$127.89 to \$128.89, inclusive.
- (4) This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$128.93 to \$129.54, inclusive.

Reporting Owners 2

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Represents options to purchase shares of Questcor Pharmaceuticals, Inc. that were converted into options to purchase ordinary shares of Mallinckrodt plc pursuant to the Agreement and Plan of Merger, dated as of April 5, 2014, by and among Mallinckrodt plc ("Mallinckrodt"), Questcor Pharmaceuticals, Inc. ("Questcor") and Quincy Merger Sub, Inc. All unvested options were accelerated on August 14, 2014 in connection with the acquisition of Questcor by Mallinckrodt.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.