

Mallinckrodt plc  
Form 4  
May 12, 2015

# FORM 4

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

OMB APPROVAL

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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 \*  
Hatten Sandra L

(Last) (First) (Middle)

675 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)  
05/11/2015

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)

Sr. VP, Quality

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Ordinary Shares                 | 05/11/2015                           |                                                    | M                              |                                                                   | 1,059                                                                                         | A                                                        | \$ 33.67                                              |
| Ordinary Shares                 | 05/11/2015                           |                                                    | M                              |                                                                   | 1,563                                                                                         | A                                                        | \$ 41.73                                              |
| Ordinary Shares                 | 05/11/2015                           |                                                    | S                              |                                                                   | 2,024                                                                                         | D                                                        | \$ 122.29                                             |
| Ordinary Shares                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | (1)                                                   |
| Ordinary Shares                 |                                      |                                                    |                                |                                                                   | 440                                                                                           | I                                                        |                                                       |

By  
Katherine  
L. Weigel  
Trust

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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) | 8. F... Der... Sec... (Ins... |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title                         | Amount or Number of Shares |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Code                                                     | V                                                             | (A)                           | (D)                        |
| Share Options (Right to Buy)               | \$ 33.67                                               | 05/11/2015                           |                                                    | M                              | 1,059                                                                                   | <u>(2)</u> 11/30/2021                                    | Ordinary Shares                                               | 1,059                         |                            |
| Share Options (Right to Buy)               | \$ 41.73                                               | 05/11/2015                           |                                                    | M                              | 1,563                                                                                   | <u>(3)</u> 12/02/2022                                    | Ordinary Shares                                               | 1,563                         |                            |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                 |       |
|---------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                               | Director      | 10% Owner | Officer         | Other |
| Hatten Sandra L<br>675 MCDONNELL BLVD.<br>HAZELWOOD, MO 63042 |               |           | Sr. VP, Quality |       |

## Signatures

/s/Kenneth L. Wagner,  
Attorney-in-Fact

05/12/2015

\*\*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)

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The price represents a weighted average. The shares were sold in multiple transactions at prices ranging from \$122.26 to \$122.33, inclusive. Ms. Hatten 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 range.

- (2) Options with respect to 1,059 Ordinary Shares vested on December 1, 2014.
- (3) Options with respect to 521 Ordinary Shares vested on December 3, 2013 and options with respect to 1,042 Ordinary Shares vested on December 3, 2014.

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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