

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 *
Schaefer Kathy A

(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)
VP, Finance & Corp. Controller

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 | | 3,300 (1) A \$ 0 4,029 (2) | D | |
| Ordinary Shares | 07/01/2013 | | A | | 1,648 (3) A \$ 0 5,677 (2) | 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) | \$ 31.23 | 06/28/2013 | | A ⁽⁴⁾ | 2,000 | 06/28/2013 | 07/01/2017 | Ordinary Shares | 2,000 |
| Share Options (Right to Buy) | \$ 24.75 | 06/28/2013 | | A ⁽⁴⁾ | 2,888 | 06/28/2013 | 11/30/2018 | Ordinary Shares | 2,888 |
| Share Options (Right to Buy) | \$ 34.5 | 06/28/2013 | | A ⁽⁴⁾ | 3,328 | 06/28/2013 ⁽⁵⁾ | 11/30/2019 | Ordinary Shares | 3,328 |
| Share Options (Right to Buy) | \$ 31.12 | 06/28/2013 | | A ⁽⁴⁾ | 5,084 | 06/28/2013 ⁽⁶⁾ | 11/30/2020 | Ordinary Shares | 5,084 |
| Share Options (Right to Buy) | \$ 33.67 | 06/28/2013 | | A ⁽⁴⁾ | 7,009 | 06/28/2013 ⁽⁷⁾ | 11/30/2021 | Ordinary Shares | 7,009 |
| Share Options (Right to Buy) | \$ 41.73 | 06/28/2013 | | A ⁽⁴⁾ | 7,520 | 12/03/2013 ⁽⁸⁾ | 12/02/2022 | Ordinary Shares | 7,520 |
| Share Options (Right to Buy) | \$ 44 | 07/01/2013 | | A ⁽⁹⁾ | 4,722 | 07/01/2016 ⁽¹⁰⁾ | 06/30/2023 | Ordinary Shares | 4,722 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schaefer Kathy A C/O MALLINCKRODT PLC 675 JAMES S. MCDONNELL BLVD. HAZELWOOD, MO 63042 | | | VP, Finance & Corp. Controller | |

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) Includes 729 Ordinary Shares acquired in a pro-rata distribution of Ordinary Shares from Covidien in connection with the Transaction including Ordinary Shares acquired pursuant to Covidien's Employee Stock Purchase Plan ("ESPP") as of June 13, 2013, the date of the latest available statement of the Reporting Person's ESPP holdings.
 - (3) 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.
 - (4) 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.
 - (5) Options with respect to 1,110 Ordinary Shares vest on December 1, 2013.
 - (6) Options with respect to 2,543 Ordinary Shares vest in equal annual installments on November 30, 2013 and November 30, 2014.
 - (7) Options with respect to 5,257 Ordinary Shares vest in equal annual installments on December 1, 2013, December 1, 2014 and December 1, 2015.
 - (8) Vests in equal annual installments on December 3, 2013, December 3, 2014, December 3, 2015 and December 3, 2016.
 - (9) 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.
 - (10) 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).

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.