

Flynn James E
 Form 3
 May 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Flynn James E (Last) (First) (Middle) 780 THIRD AVENUE, 37TH FLOOR, (Street) NEW YORK, NY 10017 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/08/2018 | 3. Issuer Name and Ticker or Trading Symbol Mallinckrodt plc [MNK] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) *Possible member of 10% group | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Ordinary Shares, \$0.20 par value | 8,621,383 | I | Through Deerfield Partners, L.P. <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: Flynn James E - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------|------------------|-----------------|-----------------------------------|----------------------------|--------------|---------------------------------------|--|
| Cash-Settled Total Return Swap | Â (3) | 06/28/2021 | Ordinary Shares, \$0.20 par value | 1,701,177 | \$ 12.98 (4) | I | Through Deerfield Partners, L.P. (1) (2) |
| Cash-Settled Total Return Swap | Â (3) | 03/20/2023 | Ordinary Shares, \$0.20 par value | 1,249,379 | \$ 14.48 (4) | I | Through Deerfield Partners, L.P. (1) (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Flynn James E 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | *Possible member of 10% group |
| Deerfield Mgmt L.P. 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | *Possible member of 10% group |
| DEERFIELD MANAGEMENT COMPANY, L.P. (SERIES C) 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | *Possible member of 10% group |
| DEERFIELD PARTNERS, L.P. 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | *Possible member of 10% group |

Signatures

/s/ Jonathan Isler,
Attorney-in-Fact

05/10/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt, L.P. is the general partner of Deerfield Partners, L.P. (the "Fund"). Deerfield Management Company, L.P. is the investment manager of the Fund. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.
- (2)

Edgar Filing: Flynn James E - Form 3

In accordance with Instruction 5(b)(iv) to Form 3, the entire amount of the Issuer's securities (and derivative securities with respect thereto) held by the Fund is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

- (3) The Fund has entered into certain cash-settled total return swap agreements with unaffiliated third party financial institutions, which provide the Fund with economic exposure to an aggregate of 2,950,556 notional shares. Each swap agreement provides the Fund with economic results that are comparable to the economic results of ownership of, but do not provide the Fund with the power to vote or direct the voting of, or dispose of or direct the disposition of, the ordinary shares that are the subject of such swap agreement.
- (4) Represents the reference price associated with the applicable swap agreement.

^

Remarks:

Jonathan^ Isler,^ Attorney-in-Fact:^ Power^ of^ Attorney,^ which^ is^ hereby^ incorporated^ by^ reference^ to^ Exh

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.