

PERRIGO Co plc
Form 4
December 20, 2013

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PAPA JOSEPH C

(Last) (First) (Middle)

**C/O PERRIGO COMPANY, 515
EASTERN AVENUE**

(Street)

ALLEGAN, MI 49010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PERRIGO Co plc [PRGO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2013

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)

President and CEO / Chairman

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)
Ordinary Shares	12/18/2013		A	96,655	A 11 96,655	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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
Restricted Stock Units	\$ 0	12/18/2013		A		7,365		08/23/2015	08/23/2015	Ordinary Shares	7,365
Restricted Stock Units	\$ 0	12/18/2013		A		9,518		08/22/2016	08/22/2016	Ordinary Shares	9,518
Restricted Stock Units	\$ 0	12/18/2013		A		11,419		08/23/2014	08/23/2014	Ordinary Shares	11,419
Employee Stock Option Right to Buy	\$ 58.82	12/18/2013		A		30,183		<u>(5)</u>	08/19/2020	Ordinary Shares	30,183
Employee Stock Option Right to Buy	\$ 119.78	12/18/2013		A		44,496		<u>(6)</u>	08/22/2023	Ordinary Shares	44,496
Employee Stock Option Right to Buy	\$ 108.62	12/18/2013		A		44,843		<u>(7)</u>	08/23/2022	Ordinary Shares	44,843
Employee Stock Option Right to Buy	\$ 90.65	12/18/2013		A		46,293		<u>(8)</u>	08/23/2021	Ordinary Shares	46,293

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			Chairman

PAPA JOSEPH C
C/O PERRIGO COMPANY
515 EASTERN AVENUE
ALLEGAN, MI 49010

President
and CEO

Signatures

/s/ Penny Bursma, Attorney-in-fact for Joseph C.
Papa

12/20/2013

__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) Represents shares of Perrigo Company ("Perrigo") acquired in connection with the merger of a wholly-owned subsidiary of Perrigo Company plc ("New Perrigo") with and into Perrigo Company ("Perrigo"), with Perrigo surviving the merger as a wholly-owned subsidiary of New Perrigo ("the Merger"), in exchange for cash and ordinary shares of New Perrigo, which was consummated after and conditioned on New Perrigo's acquisition of Elan Corporation plc, by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963. At the effective time of the Merger, each Perrigo common share was cancelled and converted into the right to receive one New Perrigo ordinary share and \$0.01 in cash.

(2) These restricted stock units, which vest on August 23, 2015, received in the Merger and represent the conversion of 7,365 Perrigo restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.

(3) These restricted stock units, which vest on August 23, 2016, received in the Merger and represent the conversion of 9,518 Perrigo restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.

(4) These restricted stock units, which vest on August 23, 2014, received in the Merger and represent the conversion of 11,419 Perrigo restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.

(5) This option to purchase 30,183 New Perrigo ordinary shares for \$58.82 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 30,183 Perrigo common stock shares for \$58.82 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(6) This option to purchase 44,496 New Perrigo ordinary shares for \$119.78 per share, which vests in three equal installments beginning on August 22, 2014, was received in the Merger and represents the conversion of 44,496 Perrigo common stock shares for \$119.78 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(7) This option to purchase 44,843 New Perrigo ordinary shares for \$108.62 per share, which vests in three equal installments beginning on August 23, 2013, was received in the Merger and represents the conversion of 44,843 Perrigo common stock shares for \$108.62 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(8) This option to purchase 46,293 New Perrigo ordinary shares for \$90.65 per share, which vests in three equal installments beginning on August 23, 2012, was received in the Merger and represents the conversion of 46,293 Perrigo common stock shares for \$90.65 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

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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