

Actavis plc
Form 4
March 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
GALLAGHER MICHAEL R

(Last) (First) (Middle)

1 GRAND CANAL SQUARE,
DOCKLANDS

(Street)

DUBLIN 2, L2 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Actavis plc [ACT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2015

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)

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, par value \$0.0001 | 03/17/2015 | | A | (1) 1,032 | A (1) 1,032 | D | |
| Ordinary Shares, par value \$0.0001 | 03/17/2015 | | A | (1) (2) 10,165 | A (1) 10,165 | I | By Irrevocable Trust |
| Ordinary Shares, par value \$0.0001 | 03/17/2015 | | A | (1) (3) 1,767 | A (1) 1,767 | I | By Gallagher Family 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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(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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Share Units | (4) | 03/17/2015 | | A | 17,641 (5) | (6) | (6) | Ordinary Shares | 17,641 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GALLAGHER MICHAEL R 1 GRAND CANAL SQUARE, DOCKLANDS DUBLIN 2, L2 00000 | | | | X |

Signatures

/s/ A. Robert D. Bailey, Attorney-in-Fact for the Reporting Person
03/19/2015

__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) On March 17, 2015, Actavis plc (the "Issuer") acquired Allergan, Inc. ("Allergan") through a series of merger transactions which resulted in Allergan becoming an indirect wholly-owned subsidiary of the Issuer (the "Merger"). In connection with the Merger, each share of Allergan common stock held by the Reporting Person was exchanged for \$129.22 in cash plus 0.3683 of an Actavis ordinary share.
- (2) Shares held by the Gallagher 2012 Irrevocable Trust. Reporting Person is not a trustee but retains voting and dispositive power.
- (3) Shares held by the Gallagher Family Trust. Reporting Person is trustee of the Gallagher Family Trust.
- (4) Converts to Actavis ordinary shares on a 1-for-1 basis.

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- (5) Phantom Share Units acquired under the Allergan, Inc. Deferred Directors' Fee Program. In connection with the Merger, each Allergan phantom stock unit was converted into a number of Actavis Phantom Share Units equal to the product of (i) the number of shares of Allergan common stock underlying the Allergan phantom stock unit and (ii) 0.8076, rounded up to the nearest whole share if half a share or more or down to the nearest whole share if less than half a share.
- (6) Phantom Share Units are to be settled 100% in ordinary shares of the Issuer upon termination of the Reporting Person's service on the Issuer's board of directors.

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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