

Mallinckrodt plc
Form 4/A
November 06, 2014

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 *
Russell Angus C.

(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)
08/14/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
08/18/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 08/14/2014 | 08/14/2014 | A | | 13,631 | A | <u>(1)</u> <u>(2)</u> |

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)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Russell Angus C. 675 MCDONNELL BLVD. HAZELWOOD, MO 63042 | X | | | |

Signatures

| | |
|--|------------|
| /s/Miriam Rogers Singer, Attorney-in-Fact | 11/06/2014 |
| **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).

This amendment is being filed to correct errors in the August 18, 2014 Form 4 for the reporting person. On August 14, 2014, Mallinckrodt plc ("Mallinckrodt") acquired Questcor Pharmaceuticals, Inc. ("Questcor") pursuant to the Agreement and Plan of Merger, dated as of April 5, 2014, by and among Mallinckrodt, Questcor and Quincy Merger Sub, Inc. (the "Merger"). In connection with the

- (1) Merger, at the effective time of the Merger (the "Effective Time"): (i) each share of Questcor common stock (except for certain shares defined in the Merger Agreement) and each outstanding share of restricted Questcor common stock granted to a non-employee director converted to the right to receive, without interest, (a) \$30.00 in cash and (b) 0.897 of an ordinary share of Mallinckrodt (together, the "Merger Consideration"), in exchange for such share of Questcor common stock or such restricted common stock; and

(ii) each outstanding option to purchase Questcor common stock granted to a non-employee director (whether vested or unvested) converted into the right to receive the Merger Consideration with respect to each share of Questcor common stock subject to such option immediately prior to the Effective Time, net of the applicable exercise price. The number of Mallinckrodt ordinary shares acquired by the
- (2) reporting person as a result of the conversion of Questcor common stock and restricted stock reported on the original Form 4 incorrectly included 9,157 ordinary shares; the correct number is 7,501 ordinary shares. The number of Mallinckrodt ordinary shares acquired by the reporting person as a result of the conversion of vested or unvested stock options, net of applicable exercise price reported on the original Form 4 incorrectly included 12,373 ordinary shares; the correct number is 6,130 ordinary shares.

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.