

Mallinckrodt plc  
Form 4  
August 18, 2014

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**THOMPSON VIRGIL D**

(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)

**08/14/2014**

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)
			Code	V	Amount (A) or (D)	Price	
Ordinary shares, \$0.20 par value	08/14/2014	08/14/2014	A		90,288 (1) (2)	A (1) (2)	90,288 D

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

**Persons who respond to the collection of  
information contained in this form are not  
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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. Pri Deriv Secur (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	08/14/2014		A	1,893	(3) (3)	Ordinary shares	1,893

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THOMPSON VIRGIL D C/O MALLINCKRODT PLC 675 JAMES S. MCDONNELL BLVD. HAZELWOOD, MO 63042	X

## Signatures

/s/ Miriam R. Singer (By Power of Attorney) 08/18/2014

\_\_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).

- (1) 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 Merger, immediately prior to 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) converted into the right to receive, without interest, (a) \$30.00 in cash and (b) 0.897 of an ordinary share of Mallinckrodt, in exchange for such share of Questcor common stock ("Merger Consideration");
- (2) (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; and (iii) each outstanding share of restricted Questcor common stock granted to a non-employee director was converted into the right to receive the Merger Consideration.
- (3) These restricted stock units ("RSUs") were granted to the reporting person in connection with his appointment to the Mallinckrodt board of directors on August 14, 2014. These RSUs vest in their entirety as of the date of Mallinckrodt's 2015 annual general meeting of shareholders and settle in Mallinckrodt ordinary shares upon vesting.

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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