

Mallinckrodt plc  
Form 4  
March 17, 2015

**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 \*  
**BAILEY DON M**

(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)

**03/13/2015**

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	03/13/2015		M <sup>(1)</sup>	40,000 A	\$ 26.95 176,605	D	
Ordinary Shares	03/13/2015		S <sup>(1)</sup>	5,600 D	\$ 122.89 171,005	D	
Ordinary Shares	03/13/2015		S <sup>(1)</sup>	33,900 D	\$ 123.47 137,105	D	
Ordinary Shares	03/13/2015		S <sup>(1)</sup>	500 D	\$ 124.65 136,605	D	

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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)

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. Amount or Number of Shares
Stock Options (Rights to Buy)	\$ 26.95	03/13/2015		M <sup>(1)</sup>	40,000	<sup>(5)</sup> 02/15/2022	Ordinary Shares	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAILEY DON M 675 MCDONNELL BLVD. HAZELWOOD, MO 63042	X

## Signatures

/s/Peter G. Edwards,  
Attorney-in-Fact 03/17/2015

           \*\*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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on November 26, 2014.  
This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$122.42 to \$123.42, inclusive.
- (2) Mr. Bailey will provide, upon request of the SEC staff, Mallinckrodt plc, or a shareholder of Mallinckrodt plc complete information regarding the number of shares sold at each price within the ranges set forth in footnotes (2) - (4) to this Form 4.
- (3) This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$123.43 to \$124.42, inclusive.
- (4) This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$124.61 to \$124.70, inclusive.

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- Represents options to purchase shares of Questcor Pharmaceuticals, Inc. that were converted into options to purchase ordinary shares of
- (5) Mallinckrodt plc pursuant to the Agreement and Plan of Merger, dated as of April 5, 2014, by and among Mallinckrodt plc ("Mallinckrodt"), Questcor Pharmaceuticals, Inc. ("Questcor") and Quincy Merger Sub, Inc. All unvested options were accelerated on August 14, 2014 in connection with the acquisition of Questcor by Mallinckrodt.

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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