

PERRIGO Co plc
Form 4
December 20, 2013

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 *
Brown Judy L

(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)

Executive VP & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Ordinary Shares | 12/18/2013 | | A | 7,445 | A 7,445 | D | |

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)

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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 | | 2,578 | | 08/23/2015 | 08/23/2015 | Ordinary Shares | 2,578 |
| Restricted Stock Units | \$ 0 | 12/18/2013 | | A | | 2,877 | | 08/22/2016 | 08/22/2016 | Ordinary Shares | 2,877 |
| Restricted Stock Units | \$ 0 | 12/18/2013 | | A | | 3,475 | | 08/23/2014 | 08/23/2014 | Ordinary Shares | 3,475 |
| Employee Stock Option Right to Buy | \$ 35.85 | 12/18/2013 | | A | | 6,061 | | <u>(5)</u> | 08/25/2018 | Ordinary Shares | 6,061 |
| Employee Stock Option Right to Buy | \$ 58.82 | 12/18/2013 | | A | | 12,901 | | <u>(6)</u> | 08/19/2020 | Ordinary Shares | 12,901 |
| Employee Stock Option Right to Buy | \$ 119.78 | 12/18/2013 | | A | | 13,450 | | <u>(7)</u> | 08/22/2023 | Ordinary Shares | 13,450 |
| Employee Stock Option Right to Buy | \$ 90.65 | 12/18/2013 | | A | | 14,089 | | <u>(8)</u> | 08/23/2021 | Ordinary Shares | 14,089 |
| Employee Stock Option Right to Buy | \$ 108.62 | 12/18/2013 | | A | | 15,695 | | <u>(9)</u> | 08/23/2022 | Ordinary Shares | 15,695 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Judy L C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010 | | | Executive VP & CFO | |

Signatures

/s/ Penny Bursma, attorney-in-fact for Ms. Judy L. Brown
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, were received in the Merger and represent the conversion of 2,578 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 22, 2016, were received in the Merger and represent the conversion of 2,877 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, were received in the Merger and represent the conversion of 3,475 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 6,061 New Perrigo ordinary shares for \$35.85 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of an option to purchase 6,061 Perrigo common stock shares for \$35.85 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(6) This option to purchase 12,901 New Perrigo ordinary shares for \$58.82 per share, which vests in three equal installments beginning on August 19, 2011, was received in the Merger and represents the conversion of an option to purchase 12,901 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.

(7) This option to purchase 13,450 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 an option to purchase 13,450 Perrigo common stock for \$119.78 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(8) This option to purchase 14,089 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 an option to purchase 14,089 Perrigo common stock for \$90.65 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(9) This option to purchase 15,695 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 an option to purchase 15,695 Perrigo common stock for \$108.62 per share. This New Perrigo stock options 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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