

PERRIGO Co plc
Form 4
December 20, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN GARY M

(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)

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	12/18/2013		A		11,868	A	<u>11</u>
					11,868		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
required to respond unless the form
displays a currently valid OMB control
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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. Fair Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option Right to Buy	\$ 59.74	12/18/2013		A		2,224		<u>(2)</u>	11/09/2020	Ordinary Shares	2,224
Director Stock Option Right to Buy	\$ 89.42	12/18/2013		A		2,275		<u>(3)</u>	11/03/2021	Ordinary Shares	2,275
Director Stock Option Right to Buy	\$ 100.84	12/18/2013		A		2,726		<u>(4)</u>	11/14/2022	Ordinary Shares	2,726
Director Stock Option Right to Buy	\$ 39.62	12/18/2013		A		3,053		<u>(5)</u>	11/09/2019	Ordinary Shares	3,053

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN GARY M C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010	X			

Signatures

/s/ Penny Bursma, attorney-in-fact for Mr. Cohen

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) This option to purchase 2,224 New Perrigo ordinary shares for \$59.74 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 2,224 Perrigo common stock for \$59.74 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(3) This option to purchase 2,275 New Perrigo ordinary shares for \$89.42 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 2,275 Perrigo common stock for \$89.42 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(4) This option to purchase 2,726 New Perrigo ordinary shares for \$100.84 per share, which vests on the date of the next Annual Shareholders Meeting in the Fall of 2014, was received in the Merger and represents the conversion of an option to purchase 2,726 Perrigo common stock for \$100.84 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(5) This option to purchase 3,053 New Perrigo ordinary shares for \$39.62 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 3,053 Perrigo common stock for \$39.62 per share. This New Perrigo stock option 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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