

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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HENDRICKSON JOHN T**

(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)

**EVP Global Operations & Supply**

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	12/18/2013		A	9,879 A	9,879	I	By Trust (2)

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  
number.**

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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0	12/18/2013		A		1,022	08/23/2015 08/23/2015	Ordinary Shares 1,022
Restricted Stock Units	\$ 0	12/18/2013		A		1,536	08/22/2016 08/22/2016	Ordinary Shares 1,536
Restricted Stock Units	\$ 0	12/18/2013		A		1,671	08/23/2014 08/23/2014	Ordinary Shares 1,671
Employee Stock Option Right to Buy	\$ 90.65	12/18/2013		A		2,258	<u>(6)</u> 08/23/2021	Ordinary Shares 2,258
Employee Stock Option Right to Buy	\$ 108.62	12/18/2013		A		6,222	<u>(7)</u> 08/23/2022	Ordinary Shares 6,222
Employee Stock Option Right to Buy	\$ 119.78	12/18/2013		A		7,182	<u>(8)</u> 08/22/2023	Ordinary Shares 7,182

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HENDRICKSON JOHN T C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010	EVP Global Operations & Supply

## Signatures

/s/ Penny Bursma, attorney-in-fact for Mr. John T.  
Hendrickson

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) Shares held in John T. Hendrickson Trust, of which the reporting person is the Trustee.

(3) These restricted stock units, which vest on August 23, 2015, were received in the Merger and represent the conversion of 1,022 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 22, 2016, were received in the Merger and represent the conversion of 1,536 Perrigo restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.

(5) These restricted stock units, which vest on August 23, 2014, were received in the Merger and represent the conversion of 1,671 Perrigo restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.

(6) This option to purchase 2,258 New Perrigo ordinary shares for \$90.65 per share, which vests on August 23, 2014, was received in the Merger and represents the conversion of an option to purchase 2,258 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.

(7) This option to purchase 6,222 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 6,222 Perrigo common stock for \$108.62 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(8) This option to purchase 7,182 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 7,182 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.

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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