

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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JANDERNOA MICHAEL J

(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		160,279	A	11	160,279	I	By Trust <sup>(2)</sup>
Ordinary Shares	12/18/2013		A		120,552	A	11	120,552	I	Jandernoa 2028 Charitable Remainder Trust
Ordinary Shares	12/18/2013		A		65,500	A	11	65,500	I	Jandernoa 2018 Charitable Remainder Trust

Edgar Filing: PERRIGO Co plc - Form 4

Ordinary Shares	12/18/2013	A	83,992	A	<u>(1)</u>	83,992	I	S. Jandernoa Trust. <u>(3)</u>
Ordinary Shares	12/18/2013	A	868	A	<u>(1)</u>	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 number.**

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. F
				Code	V	(A)	(D)	
Director Stock Option Right to Buy	\$ 59.74	12/18/2013		A		<u>(4)</u>	11/09/2020	Ordinary Shares 2,224
Director Stock Option Right to Buy	\$ 89.42	12/18/2013		A		<u>(5)</u>	11/03/2021	Ordinary Shares 2,275
Director Stock Option Right to Buy	\$ 100.84	12/18/2013		A		<u>(6)</u>	11/14/2022	Ordinary Shares 2,726
Director Stock Option Right to Buy	\$ 39.62	12/18/2013		A		<u>(7)</u>	11/09/2019	Ordinary Shares 3,053

Director Stock Option Right to Buy	\$ 34.45	12/18/2013	A	3,351	<u>(8)</u>	11/13/2018	Ordinary Shares	3,351
Director Stock Option Right to Buy	\$ 23.44	12/18/2013	A	4,650	<u>(9)</u>	10/30/2017	Ordinary Shares	4,650
Director Stock Option Right to Buy	\$ 16.77	12/18/2013	A	5,814	<u>(10)</u>	11/10/2017	Ordinary Shares	5,814

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JANDERNOA MICHAEL J C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010	X			

## Signatures

/s/ Penny Bursma attorney-in-fact for Mr.  
Jandernoa

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) Michael J. Jandernoa Trust of which the reporting person is the Trustee.
- (3) Susan M. Jandernoa Trust of which Mrs. Jandernoa is the Trustee.
- (4) 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 2,224 Perrigo common stock shares for \$59.74 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (5) 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 2,275 Perrigo common stock shares for \$89.42 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

## Edgar Filing: PERRIGO Co plc - Form 4

- (6) 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 2,726 Perrigo common stock shares for \$100.84 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (7) 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 3,053 Perrigo common stock shares for \$39.62 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (8) This option to purchase 3,351 New Perrigo ordinary shares for \$34.45 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 3,351 Perrigo common stock shares for \$34.45 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (9) This option to purchase 4,650 New Perrigo ordinary shares for \$23.44 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 4,650 Perrigo common stock shares for \$23.44 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (10) This option to purchase 5,814 New Perrigo ordinary shares for \$16.77 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 5,814 Perrigo common stock shares for \$16.77 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.