

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 *
Needham Jeffrey

(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
__X__ Officer (give title ____ Other (specify
below) below)

Sr. VP Commercial Business Dev

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 | | 5,199 | A | 11 5,199 |
| | | | | | | 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)

Edgar Filing: PERRIGO Co plc - Form 4

| 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 | | 967 | | 08/23/2015 | 08/23/2015 | Ordinary Shares | 967 |
| Restricted Stock Units | \$ 0 | 12/18/2013 | | A | | 1,336 | | 08/22/2016 | 08/22/2016 | Ordinary Shares | 1,336 |
| Restricted Stock Units | \$ 0 | 12/18/2013 | | A | | 1,450 | | 08/23/2014 | 08/23/2014 | Ordinary Shares | 1,450 |
| Employee Stock Option Right to Buy | \$ 90.65 | 12/18/2013 | | A | | 1,959 | | <u>(5)</u> | 08/23/2021 | Ordinary Shares | 1,959 |
| Employee Stock Option Right to Buy | \$ 108.62 | 12/18/2013 | | A | | 5,886 | | <u>(6)</u> | 08/23/2022 | Ordinary Shares | 5,886 |
| Employee Stock Option Right to Buy | \$ 119.78 | 12/18/2013 | | A | | 6,245 | | <u>(7)</u> | 08/22/2023 | Ordinary Shares | 6,245 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Needham Jeffrey C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010 | Sr. VP Commercial Business Dev |

Signatures

/s/ Penny Bursma, attorney-in-fact for Mr. Jeffrey R.
Needham

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, received in the Merger and represent the conversion of 967 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 23, 2016, received in the Merger and represent the conversion of 1,336 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, received in the Merger and represent the conversion of 1,450 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 1,959 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 1,959 Perrigo common stock shares for \$90.65 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (6) This option to purchase 5,886 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 5,886 Perrigo common stock shares for \$108.62 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (7) This option to purchase 6,245 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 6,245 Perrigo common stock shares 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.

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.