

Covidien plc
Form DEFA14A
January 24, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

COVIDIEN PUBLIC LIMITED COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:

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- .. Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

*** Exercise Your *Right* to Vote ***

**Notice of Annual General Meeting and Important Notice Regarding the Availability
of Proxy Materials**

COVIDIEN PLC

Meeting Information

Meeting Type: Annual Meeting

For holders as of: January 12, 2012

Date: March 13, 2012 **Time:** 11:00 a.m. local time

Location: The Conrad Dublin Hotel
Earlsfort Terrace
Dublin 2, Ireland

c/o COVIDIEN PLC

COMPANY SECRETARY

20 ON HATCH

LOWER HATCH STREET

DUBLIN 2, IRELAND

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

Notice and Proxy Statement, including resolutions

Annual Report, including Form 10-K

Irish Statutory Accounts, including related reports

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for

requesting a copy. Please choose one of the following methods to make your request:

- | | |
|-------------------------|--|
| 1) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | sendmaterial@proxyvote.com |

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before February 28, 2012 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

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Vote in Person: You may attend the meeting in person or appoint a proxy to attend, speak and vote at the meeting on your behalf. This proxy does not have to be a shareholder. Please check the meeting materials for additional information regarding requirements relating to meeting attendance, voting in person and appointing a proxy other than the designated officers of the Company. At the meeting, you will need to request a ballot to vote these shares.

— **Vote By Internet:** To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

— **Vote by Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.



Voting Items

The Board of Directors recommends a vote **FOR**

the nominees listed under Item 1.

Item 1 Election of Directors

The Board of Directors recommends a vote **FOR** Items 2, 3, 4, 5, 6 and 7.

NOMINEES:

- 1a) José E. Almeida
- 1b) Craig Arnold
- 1c) Robert H. Brust
- 1d) John M. Connors, Jr.
- 1e) Christopher J. Coughlin
- 1f) Timothy M. Donahue
- 1g) Randall J. Hogan, III
- 1h) Martin D. Madaus
- 1i) Dennis H. Reilley
- 1j) Joseph A. Zaccagnino

Item 2 . Appoint the Independent Auditors and authorize the Audit Committee to set the auditors' remuneration.

Item 3 An advisory vote to approve executive compensation.

Item 4 Authorize the Company to make market purchases of Company shares.

Item 5 Authorize the price range at which the Company can reissue shares it holds as treasury shares. (Special Resolution)

Item 6 Amend Articles of Association to provide for escheatment in accordance with U.S. laws. (Special Resolution)

Item 7 Amend Articles of Association to give the Board of Directors authority to declare non-cash dividends. (Special Resolution)