

Mallinckrodt plc
Form 4/A
September 08, 2014

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 *
BAILEY DON M

(Last) (First) (Middle)

675 MCDONNELL BLVD.

(Street)

HAZELWOOD, MO 63042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Mallinckrodt plc [MNK]

3. Date of Earliest Transaction
(Month/Day/Year)

08/14/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

08/18/2014

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	08/14/2014	08/14/2014	A		414,921 (1) (2)	D	(1) (2)	605,816 (1) (2)	D	
Ordinary Shares	08/15/2014	08/15/2014	F		216,478 (3)	D	\$ 69.61	389,338 (3)	D	
Ordinary Shares	08/15/2014	08/15/2014	F		81,027 (4)	D	\$ 71.66	409,052 (4)	D	
Ordinary Shares	08/15/2014	08/15/2014	F		24,807 (5)	D	\$ 69.61	384,245 (5)	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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.72	08/14/2014		A	33,891	(6)(7) 02/15/2021	Ordinary Shares	33,892

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAILEY DON M 675 MCDONNELL BLVD. HAZELWOOD, MO 63042	X

Signatures

/s/Miriam Rogers Singer,
Attorney-in-Fact

09/08/2014

__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).

This amendment is being filed to correct the following errors and omissions in the August 18, 2014 Form 4 of the reporting person. This new line item reflects the acquisition of an additional 414,921 ordinary shares of Mallinckrodt plc ("Mallinckrodt") by the reporting

- (1) person in connection with the conversion of his vested Questcor Pharmaceuticals, Inc. ("Questcor") stock options as a result of the acquisition of Questcor by Mallinckrodt on August 14, 2014 pursuant to the Agreement and Plan of Merger, dated as of April 5, 2014, by and among Mallinckrodt, Questcor and Quincy Merger Sub, Inc. (the "Merger").
- (2) Footnote 1 continued: Such shares were inadvertently omitted from the reporting person's Form 4 filed on August 18, 2014. In connection with the Merger, each vested Questcor stock option held by Questcor executive officers (including the reporting person) converted into the right to receive (a) \$30.00 in cash and (b) 0.897 of an ordinary share of Mallinckrodt (together, the "Merger Consideration") with respect to each share of Questcor common stock subject to such option immediately prior to the effective time of the Merger (the "Effective Time"), net of the applicable exercise price. The total amount of ordinary shares beneficially owned reported in column 5 equals the sum of the amount of such shares acquired in the Merger and reported in column 4 and the ending balance of 190,895 ordinary

Edgar Filing: Mallinckrodt plc - Form 4/A

shares beneficially held by the reporting person as reported on the reporting person's Form 4 filed on August 18, 2014.

- (3) In connection with the acquisition of Mallinckrodt ordinary shares described in footnote 1 above, 216,478 ordinary shares were withheld for the payment of the exercise price and tax liabilities in connection with the conversion of the reporting person's vested Questcor stock options.

- (4) This revised line item reflects a correction to the number of Mallinckrodt ordinary shares withheld for payment of tax liabilities at a price of \$71.66 per share in connection with the Merger. The previously reported number of such shares on the reporting person's August 18, 2014 Form 4 was 100,741. The correct number is 81,027. The net difference of 19,714 shares was added to the total number of shares beneficially owned by the reporting person in column 5.

- (5) This new line item reflects the number of Mallinckrodt ordinary shares withheld for payment of tax liabilities at a price of \$69.61 per share in connection with the conversion of Questcor restricted share awards held by the reporting person that were subject to performance-based vesting conditions, which were cancelled and converted into the right to receive Merger Consideration in respect of each share of Questcor common stock underlying such Questcor restricted share awards in connection with the Merger. On the reporting person's August 18, 2014 Form 4, these shares were mistakenly included in the number of shares with-held for payment of tax liabilities at a price of \$71.66 per share.

- (6) This revised line item reflects a correction to the number of stock options acquired by the reporting person at an exercise price of \$10.72 in connection with the Merger. On the reporting person's August 18, 2014 Form 4, the number of such options was reported as 33,892. The correct number is 33,891.

- (7) The stock option is exercisable as it vests - 25% of the shares subject to the stock option vested on the first anniversary of the grant date, while the remaining 75% of the shares vested or will vest in equal monthly installments over the following 36 months, so that all of the shares become fully vested on the fourth anniversary of the grant date of February 16, 2011.

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.