

PERRIGO Co plc  
Form 4  
December 20, 2013

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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## 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Farrington Thomas

(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)

Senior VP and CIO

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Ordinary Shares	12/18/2013		A		1,040	A	1,040	D
Ordinary Shares	12/18/2013		A		2,098.267	A	2,098.267	I

By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/18/2013		A		552		08/23/2015	08/23/2015	Ordinary Shares	552
Restricted Stock Units	\$ 0	12/18/2013		A		662		08/23/2014	08/23/2014	Ordinary Shares	662
Restricted Stock Units	\$ 0	12/18/2013		A		693		08/22/2016	08/22/2016	Ordinary Shares	693
Restricted Stock Units	\$ 0	12/18/2013		A		798		02/06/2015	02/06/2015	Ordinary Shares	798
Employee Stock Option Right to Buy	\$ 90.65	12/18/2013		A		2,684		<u>(6)</u>	08/23/2021	Ordinary Shares	2,684
Employee Stock Option Right to Buy	\$ 119.78	12/18/2013		A		3,240		<u>(7)</u>	08/22/2023	Ordinary Shares	3,240
Employee Stock Option Right to Buy	\$ 108.62	12/18/2013		A		3,363		<u>(8)</u>	08/23/2022	Ordinary Shares	3,363

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

Farrington Thomas  
C/O PERRIGO COMPANY  
515 EASTERN AVENUE  
ALLEGAN, MI 49010

Senior VP and CIO

## Signatures

/s/ Penny Bursma, attorney-in-fact for Mr. Thomas  
Farrington

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, were received in the Merger and represent the conversion of 552 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, 2014, were received in the Merger and represent the conversion of 662 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 693 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 February 6, 2015, were received in the Merger and represent the conversion of 798 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 2,684 New Perrigo ordinary shares for \$90.65 per shares, which vests in three equal installments beginning on August 23, 2012, was received in the Merger and represents the conversion of an option to purchase 2,684 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 3,240 New Perrigo ordinary shares for \$119.78 per shares, 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 3,240 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.

(8) This option to purchase 3,363 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 3,363 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.

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.