

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 *
Shah Jatin

(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)
Sr VP & Chief Scientific Offic

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Ordinary Shares	12/18/2013		A	4,166 A	4,166	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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		693		08/22/2016	08/22/2016	Ordinary Shares	693
Restricted Stock Units	\$ 0	12/18/2013		A		794		08/23/2014	08/23/2014	Ordinary Shares	794
Employee Stock Option Right to Buy	\$ 35.85	12/18/2013		A		2,105		<u>(5)</u>	08/25/2018	Ordinary Shares	2,105
Employee Stock Option Right to Buy	\$ 90.65	12/18/2013		A		3,220		<u>(6)</u>	08/23/2021	Ordinary Shares	3,220
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	\$ 58.82	12/18/2013		A		3,308		<u>(8)</u>	08/19/2020	Ordinary Shares	3,308
Employee Stock Option Right to Buy	\$ 108.62	12/18/2013		A		3,363		<u>(9)</u>	08/23/2022	Ordinary Shares	3,363

Employee Stock Option Right to Buy	\$ 30.06	12/18/2013	A	4,310	(10)	08/25/2019	Ordinary Shares	4,310
Employee Stock Option Right to Buy	\$ 20.5	12/18/2013	A	4,993	(11)	08/30/2017	Ordinary Shares	4,993

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shah Jatin C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			Sr VP & Chief Scientific Offic	

Signatures

/s/ Penny Bursma, attorney-in-fact for Mr. Jatin Shah	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 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, 2016, 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.

(4) These restricted stock units, which vest on August 23, 2014, received in the Merger and represent the conversion of 794 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 2,105 New Perrigo ordinary shares for \$35.85 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 2,105 Perrigo common stock shares for \$35.85 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

(6) This option to purchase 3,220 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 3,220 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.

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- (7) This option to purchase 3,240 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 3,240 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.
- (8) This option to purchase 3,308 New Perrigo ordinary shares for \$58.82 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 3,308 Perrigo common stock shares for \$58.82 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (9) 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 3,363 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.
- (10) This option to purchase 4,310 New Perrigo ordinary shares for \$30.06 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 4,310 Perrigo common stock shares for \$30.06 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (11) This option, which was fully vested at the effective time of the Merger, was assumed by New Perrigo in the Merger and converted into an option to purchase 4,993 ordinary shares of New Perrigo for \$20.50 per share with the same terms and conditions as the original Perrigo stock option.
- (12) This option to purchase 4,993 New Perrigo ordinary shares for \$20.50 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 4,993 Perrigo common stock shares for \$20.50 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.