

Covidien plc
Form DEFA14A
November 25, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A

(Rule 14a-101)

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):

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- x 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:

- .. 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:

Explanatory Note

Due to typographical errors contained in the form of proxy card that was attached to Covidien plc's definitive proxy statement, dated November 20, 2014, Covidien is re-filing the form of proxy card with the correct times for its upcoming Court Meeting of shareholders (scheduled for 10:00 a.m. local time) and Extraordinary General Meeting of shareholders (scheduled for 10:15 a.m. local time), each scheduled for January 6, 2015.

C/O COVIDIEN PLC

COMPANY SECRETARY

20 ON HATCH

LOWER HATCH STREET

DUBLIN 2, IRELAND

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. (Eastern Time in the U.S.) the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. (Eastern Time in the U.S.) the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it, together with any power of attorney, if any, under which it is signed, in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 so it is received by the inspector of election no later than the day before the meeting. This proxy card may also be handed to the Chairman of the Court Meeting and will still be valid.

If you transmit your voting instructions by the Internet or by Telephone, you do NOT need to mail back your proxy card.

SEPARATE PROXIES ARE ENCLOSED FOR THE COURT MEETING (PINK FORM) AND EXTRAORDINARY GENERAL MEETING (BLUE FORM). PLEASE ENSURE THAT YOU VOTE BOTH PROXIES.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M78338-S23367 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY
THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

COVIDIEN PLC

The Board of Directors recommends a vote FOR the following proposed resolution:

For Against Abstain

1. To approve the Scheme of Arrangement.

..

For address changes and/or comments, please check this box and write them on the back where indicated.

..

Please indicate if you plan to attend this meeting.

.. ..

Independent Proxy Appointed on reverse of card.

..

Yes No

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator or other fiduciary, please give full title as such. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of Covidien in respect of the joint holding. If a corporation or partnership, please sign in full corporate or partnership name by a duly authorized officer, attorney or under common seal.

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

Important Notice Regarding the Availability of Proxy Materials for the Court Meeting of

Scheme Shareholders:

The Joint Proxy Statement/Prospectus is available at www.proxyvote.com.

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COVIDIEN PUBLIC LIMITED COMPANY

FORM OF PROXY

THIS PROXY FOR THE COURT MEETING OF THE SCHEME SHAREHOLDERS

IS SOLICITED BY THE BOARD OF DIRECTORS OF COVIDIEN

The undersigned shareholder(s) of Covidien plc (Covidien), a public limited company incorporated under the laws of Ireland, hereby appoints (see Note A below):

(a) the Chairman of the Court Meeting; or

(b) _____ of _____;

as my/our proxy to vote all shares on my/our behalf which I/we would be entitled to vote if then and there personally present at the Court Meeting of the Scheme Shareholders (as defined in the proposed Scheme of Arrangement referred to in the Notice convening the meeting to which this Form of Proxy relates) convened by order of the Irish High Court pursuant to Section 201 of the Companies Act 1963 (the Court Meeting) for the purpose of considering and, if thought appropriate, approving (with or without modifications) the proposed Scheme of Arrangement to be held at the Conrad Dublin Hotel, Earlsfort

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Terrace, Dublin 2, Ireland, on January 6, 2015, at 10:00 a.m. (local time), including for the avoidance of doubt, any adjournment thereof.

NOTES:

- A. If a shareholder desires to appoint a proxy other than the Chairman of the Court Meeting, the shareholder should insert the proxy's name and address above and delete the words "the Chairman of the Court Meeting".
- B. If the Form of Proxy is properly executed and returned to Covidien's inspector of election, it will be voted in the manner directed by the shareholder(s) executing it or, if no directions are given and the Chairman of the Court Meeting is appointed as proxy, will be voted in accordance with the recommendations of Covidien's board of directors.
- C. Except where otherwise appears, capitalised terms shall have the same meaning in this document as they have in the Scheme of Arrangement set out in Part 3 of the joint proxy statement/prospectus of Covidien and Medtronic, Inc.

IF YOU ARE NOT VOTING ON THE INTERNET OR BY TELEPHONE, PLEASE MARK,
SIGN, DATE AND RETURN
THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE

Address Changes/Comments:

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side

C/O COVIDIEN PLC

COMPANY SECRETARY

20 ON HATCH

LOWER HATCH STREET

DUBLIN 2, IRELAND

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. (Eastern Time in the U.S.) the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. (Eastern Time in the U.S.) the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it, together with any power of attorney, if any, under which it is signed, in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 so it is received by the inspector of election no later than the day before the meeting. This proxy card may also be handed to the Chairman of the Extraordinary General Meeting and will still be valid.

If you transmit your voting instructions by the Internet or by Telephone, you do NOT need to mail back your proxy card.

SEPARATE PROXIES ARE ENCLOSED FOR THE COURT MEETING (PINK FORM) AND EXTRAORDINARY GENERAL MEETING (BLUE FORM). PLEASE ENSURE THAT YOU VOTE BOTH PROXIES.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M78336-S23367 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY
THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

COVIDIEN PLC

The Board of Directors recommends a vote FOR each of the following proposed resolutions:

THE FULL TEXT OF THESE RESOLUTIONS IS CONTAINED IN THE ACCOMPANYING NOTICE OF EXTRAORDINARY GENERAL MEETING. **For Against Abstain**

- | | | | |
|----------------------------------------------------------------------------------------------------------------------------|----|----|----|
| 1. Approval of the Scheme of Arrangement. | .. | .. | .. |
| 2. Cancellation of Covidien Shares pursuant to the Scheme of Arrangement. | .. | .. | .. |
| 3. Directors' authority to allot securities and application of reserves. | .. | .. | .. |
| 4. Amendment to Articles of Association. | .. | .. | .. |
| 5. Creation of Distributable Reserves of New Medtronic. | .. | .. | .. |
| 6. Approval on an advisory basis of specified compensatory arrangements between Covidien and its named executive officers. | .. | .. | .. |

For address changes and/or comments, please check this box and write them on the back where indicated. ..

Please indicate if you plan to attend this meeting. .. Independent Proxy Appointed on reverse of card. ..

Yes No

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator or other fiduciary, please give full title as such. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion

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of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of Covidien in respect of the joint holding. If a corporation or partnership, please sign in full corporate or partnership name by a duly authorized officer, attorney or under common seal.

Signature [PLEASE SIGN
WITHIN BOX]

Date

Signature (Joint Owners)

Date

Important Notice Regarding the Availability of Proxy Materials for the Extraordinary General Meeting:

The Joint Proxy Statement/Prospectus is available at www.proxyvote.com.

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COVIDIEN PUBLIC LIMITED COMPANY

FORM OF PROXY

**THIS PROXY FOR THE EXTRAORDINARY GENERAL MEETING OF THE SCHEME
SHAREHOLDERS**

IS SOLICITED BY THE BOARD OF DIRECTORS OF COVIDIEN

The undersigned shareholder(s) of Covidien plc (Covidien), a public limited company incorporated under the laws of Ireland, hereby appoints (see Note A below):

(a) the Chairman of the Extraordinary General Meeting; or

(b) _____ of _____;

as my/our proxy to vote all shares on my/our behalf which I/we would be entitled to vote if then and there personally present at the Extraordinary General Meeting of Shareholders to be held at the Conrad Dublin Hotel, Earlsfort Terrace, Dublin 2, Ireland, on January 6, 2015, at 10:15 a.m. (local time), or, if later, as soon as possible after the adjournment or conclusion of the Court Meeting, including for the avoidance of doubt, any adjournment or postponement of the Extraordinary General Meeting.

NOTES:

A. If a shareholder desires to appoint a proxy other than the Chairman of the Extraordinary General Meeting, the shareholder should insert the proxy's name and address above and delete the words "the Chairman of the Extraordinary General Meeting."

B. If the Form of Proxy is properly executed and returned to Covidien's inspector of election, it will be voted in the manner directed by the shareholder(s) executing it or, if no directions are given and the Chairman of the Extraordinary General Meeting is appointed as proxy, will be voted in accordance with the recommendations of Covidien's board of directors.

C. Except where otherwise appears, capitalised terms shall have the same meaning in this document as they have in the Scheme of Arrangement set out in Part 3 of the joint proxy statement/prospectus of Covidien and Medtronic, Inc.

IF YOU ARE NOT VOTING ON THE INTERNET OR BY TELEPHONE, PLEASE MARK,
SIGN, DATE AND RETURN
THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE

Address Changes/Comments:

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side