Edgar Filing: PERRIGO Co plc - Form 4

PERRIGO C	lo plc										
Form 4											
December 20), 2013										
FORM	14									PPROVAL	
	• • UNITED S	STATES SE					NGE	COMMISSION	0	3235-0287	
Check thi	is box		Washin	gton,	D.C. 205	549			Number:	January 31,	
	f no longer while to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O								Expires:	2005	
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Form 5		suant to Sect	tion 16(a)	of the	Securiti	es Ez	xchan	ge Act of 1934,	response	. 0.5	
obligation	ns Section 17(s							of 1935 or Sectio	n		
may cont See Instru	inue.		the Invest		•	· ·					
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(Print or Type F	Responses)										
1 Norma and A	ddaese of Demontine I) *		_				5 Deletienskin et	D		
1. Name and A Shah Jatin		2. Issuer Name and Ticker or Trading				g	5. Relationship of Reporting Person(s) to Issuer				
Shan Jann	•	Symbol PERRIGO Co plc [PRGO]									
				•	-	J		(Cheo	ck all applicabl	e)	
(Last)	(First) (M		Date of Earl		insaction			Dimeter	100	7 O	
C/O PERRIGO COMPANY, 515			(Month/Day/Year) 12/18/2013					Director X Officer (give		% Owner her (specify	
EASTERN AVENUE			12/10/2013					below)	below)	Offi-	
									Chief Scientific		
	(Street)		If Amendme		e Original			6. Individual or J	oint/Group Fili	ng(Check	
	Fil	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
ALLEGAN	MI 49010							Form filed by M	More than One R		
								Person			
(City)	(State)	(Zip)	Table I -	Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	A. Deemed	3.		4. Securit	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)				nAcquired			Securities	Form: Direct	Indirect	
(Instr. 3)	any (Month/Day	CodeDisposed of (D)Day/Year)(Instr. 8)(Instr. 3, 4 and 5)					Beneficially Owned	. /	Beneficial Ownership		
					-)	Following	(Instr. 4)	(Instr. 4)			
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
			Co	ode V	Amount	(D)	Price	(
Ordinary Shares	12/18/2013		A	4	4,166	А	<u>(1)</u>	4,166	D		
Shares											

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 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)

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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. Transactio Code (Instr. 8)	5. Number out 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		А	552	08/23/2015	08/23/2015	Ordinary Shares	552
Restricted Stock Units	\$ 0	12/18/2013		А	693	08/22/2016	08/22/2016	Ordinary Shares	693
Restricted Stock Units	\$ 0	12/18/2013		А	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	(7)	08/22/2023	Ordinary Shares	3,240
Employee Stock Option Right to Buy	\$ 58.82	12/18/2013		А	3,308	(8)	08/19/2020	Ordinary Shares	3,308
Employee Stock Option Right to Buy	\$ 108.62	12/18/2013		А	3,363	<u>(9)</u>	08/23/2022	Ordinary Shares	3,363

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

Reporting Owners

Reporting Owner Name / Address	Iress 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- Shah	fact for M	lr. Jatin	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).

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

- substituiry 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.
- These restricted stock units, which vest on August 23, 2015, received in the Merger and represent the conversion of 552 Perrigo
 (2) restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.
- These restricted stock units, which vest on August 23, 2016, received in the Merger and represent the conversion of 693 Perrigo
 (3) restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.

These restricted stock units, which vest on August 23, 2014, received in the Merger and represent the conversion of 794 Perrigo
 (4) restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.

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
 (5) 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.

This option to purchase 3,220 New Perrigo ordinary shares for \$90.65 per share, which vests in three equal installments beginning on
 (6) 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.

Reporting Owners

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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.

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
 (8) 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.

 This option to purchase 3,363 New Perrigo ordinary shares for \$108.62 per share, which vests in three equal installments beginning on
 (9) 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.

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
(10) 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.

This option, which was fully vested at the effective time of the Merger, was assumed by New Perrigo in the Merger and converted into(11) 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.

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

(12) 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.