

Covidien plc  
Form DEFA14A  
February 12, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

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):

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:

## Proxy Statement

On January 24, 2014, Covidien plc (the Company) filed a definitive proxy statement in connection with its 2014 Annual General Meeting of Shareholders (the 2014 AGM).

The proxy statement includes proposals to elect ten individuals to the Company's Board of Directors; all of these director nominees currently serve on our Board of Directors. One of the director nominees, Martin D. Madaus, has notified the Company of his intention to resign from our Board of Directors in connection with his assumption of the role of chief executive officer of a company being purchased by a private equity firm. Given the anticipated time constraints associated with this new position as well as the private equity firm's rules for CEOs in its portfolio companies, Dr. Madaus advised that he would be unable to continue to serve on our Board of Directors while serving as CEO of the private equity-backed company. Dr. Madaus' resignation from our Board is contingent upon his assuming the role of chief executive officer of the other company, currently expected to occur in mid-2014.

Dr. Madaus is and has been a valued member of the Company's Board of Directors. Given the contingent nature of Dr. Madaus' resignation, the Board is not changing its recommendation that shareholders vote for Dr. Madaus at the 2014 AGM. If Dr. Madaus is re-elected to our Board of Directors, he will serve until he assumes the role of chief executive officer of the other company, or, if the sale of the other company is not completed, he is expected to continue to serve on our Board of Directors until our 2015 Annual General Meeting of Shareholders.

Shareholders can obtain the preliminary proxy statement, the definitive proxy statement, and any amendments or supplements to the proxy statements and other documents filed by Covidien with the U.S. Securities and Exchange Commission (the SEC) for free at the Internet website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of the definitive proxy statement and any amendments and supplements to the proxy statement are also available for free at Covidien's website at [www.covidien.com](http://www.covidien.com). In addition, shareholders can obtain a copy of the definitive proxy statement, and any amendments and supplements to the definitive proxy statement, by contacting our Investor Relations Group at Covidien Investor Relations, 15 Hampshire St., Mansfield, MA 02048, USA. Detailed information regarding the names, affiliations and interests of individuals who are participants in the solicitation of proxies of Covidien's shareholders is available in the definitive proxy statement filed on Schedule 14A with the SEC on Friday, January 24, 2014.