

Covidien plc
Form 425
June 16, 2014

Our Journey Continues

June 2014

1

Filed by Covidien plc

pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: Covidien plc

Filer's SEC File No.: 001-33259

Date: June 16, 2014

A Note From Legal

2 |

**IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC
PARTICIPANTS IN THE SOLICITATION**

Medtronic, New Medtronic and Covidien and certain of their respective directors and executive officers and employees may be deemed participants in the solicitation of the respective shareholders of Medtronic and Covidien in respect of the transactions contemplated by the Joint Proxy Statement/Proxy Statement, and, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Medtronic and Covidien in connection with the transactions.

their direct or indirect interests, by security holdings or otherwise, will be set forth in the Joint Proxy Statement/Prospectus which directors and executive officers is contained in Medtronic's Annual Report on Form 10-K for the fiscal year ended April 26, 2013, which are filed with the SEC. Information regarding Covidien's directors and executive officers is contained in Covidien's Annual Report on Form 10-K for the fiscal year ended April 26, 2013 and its Proxy Statement on Schedule 14A, dated January 24, 2014, which are filed with the SEC.

The directors of Covidien accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the directors (and to the best of their knowledge and belief, they have taken all reasonable care to ensure such is the case), the information contained in this announcement is in accordance with the law and is not intended to, and does not constitute, an offer to sell or the solicitation of an offer to sell, or an offer to buy or the solicitation of an offer to buy, any securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus filed with the SEC pursuant to the Securities Act of 1933, as amended.

NO OFFER OR SOLICITATION

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the acquisition, the merger or otherwise of Covidien and New Medtronic, or the offer or sale of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus filed with the SEC pursuant to the Securities Act of 1933, as amended.

For more information, please contact Medtronic Investor Relations at investor.relations@medtronic.com

or

by

calling

763-505-2692,

and

will

be

able

to

obtain free copies of the Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed by Covidien by contacting

Investor

Relations

at

cole.lannum@covidien.com

or

by

calling

508-452-4343.

New Medtronic will file with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that also constitutes a Prospectus of New Medtronic. Medtronic and Covidien plan to mail to their respective shareholders the Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed with the SEC by New Medtronic, Medtronic and Covidien in connection with the transactions. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING THE SCHEME) AND OTHER DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY WHEN THEY BECOME AVAILABLE.** MEDTRONIC, COVIDIEN, NEW MEDTRONIC, THE TRANSACTIONS AND RELATED MATTERS. Investors and security holders are urged to read the Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed with the SEC by New Medtronic, Medtronic and Covidien at www.sec.gov. In addition, investors and shareholders will be able to obtain free copies of the Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed with the SEC by New Medtronic, Medtronic and Covidien at www.sec.gov.

1 Who We Are

3

Integrity, Honesty, Safety and Quality

We will conduct business with integrity and honesty in compliance with all laws and Company policy.

We are committed to produce products

that are safe and of the
highest quality for our customers.

A Video Message From Our CEO

| Who We Are

4

<http://pulse/News/headlines/Pages/VideoMessageJune2014.aspx>

I	Covidien Corporate Overview
5	

About Medtronic, Inc.

| Who We Are

6

1 Who We Are

7

\$17 Billion

~140 countries, 49,000 employees

\$10 Billion

Over 150 countries, more than 38,000
employees

#1 in Pacing
#1 in ICDs
#1 in Cardiology
#1 in Spine
#1 in Neuro
#1 in Diabetes
#2 in Structural Heart
#1 in Surgical Tech
#1 in Advanced Surgery
#2 in General Surgery
#1 in Peripheral Vascular
#1 in Neurovascular
#1 in Vascular Products
#1 in GI
#1 in Respiratory & Monitoring
#1 in US Supplies
Pacemaker, ICDs, Transcatheter Heart
Valves, Cardiac Resynchronization,
Insulin Pumps
Spinal Cord Stimulation Continuous
Glucose Monitoring, Deep Brain
Stimulation, Artificial Spinal Discs
Pulse Oximetry, RF Energy Apps,
Stroke, Cerebral Aneurism, Surgical
Staples, Sutures, Vessel Sealing,
MIS/Laparscopy
Size and Reach
Product
Leadership
Strong Legacy
of Innovation

Serving Patients

Over 87,000 employees in more than 150 countries

NURSING CARE

AIRWAY & VENT

PATIENT MONITORING

NEUROVASCULAR

NEURO

GENERAL SURGICAL
ADVANCED SURGICAL
DIABETES
ORTHO/SPINE
PERIPHERAL &
ENDOVASCULAR
STRUCTURAL HEART
CORONARY
CRDM
PATIENT CARE

What To Expect Going Forward
| Covidien Corporate Overview
9
Planning process and
activities
Integration
process

Ongoing communications
Day 1 of combined
organization (closing of
acquisition)*

* Subject to satisfaction of closing conditions

What We Need From You

| Covidien Corporate Overview

10

Stay focused on doing your jobs

Continue to deliver on commitments to our customers,
patients and shareholders

Operate with the highest level of ethics and integrity

Ask questions and make suggestions

Our Commitment to You

| Covidien Corporate Overview

11

Address questions and suggestions

Provide regular and ongoing communications

Maintain the performance of our company

Questions

| Covidien Corporate Overview

12