PERRIGO Co plc Form 4/A February 19, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

information contained in this form are not

required to respond unless the form

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

PERRIGO Co plc [PRGO]

Symbol

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

1(b).

(Print or Type Responses)

MORRIS HERMAN JR

1. Name and Address of Reporting Person *

			TERRIOO CO pic [TROO]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date o	3. Date of Earliest Transaction							
	(Month/I	(Month/Day/Year)				X Director 10% Owner					
C/O PERRI	12/18/2	12/18/2013				Officer (give title Other (specify					
EASTERN						below)	below)				
	4. If Amo	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
				Filed(Month/Day/Year)				Applicable Line)			
				12/20/2013				_X_ Form filed by One Reporting Person			
ALLEGAN	12,20,2	12/20/2013				Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of	2. Transaction I (Month/Day/Ye			3.	4. Securit			5. Amount of	6.	7. Nature of	
Security	on Date, if	, , , ,				Securities	Ownership	Indirect			
(Instr. 3)		any (Month/	Day/Year)	` /				Beneficially Owned	Form: Direct (D) or	Beneficial Ownership	
		(William)	Day/ I cai)				Following	Indirect (I)	(Instr. 4)		
							Reported	(Instr. 4)	(11101111)		
						(A)		Transaction(s)	· · ·		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Ordinary	10/10/2010				2.120			2.120 (2)			
Shares	12/18/2013			A	3,128	A	<u>(1)</u>	$3,128 \frac{(2)}{2}$	D		
0.11											
Ordinary	12/18/2013			A	1,800	A	<u>(1)</u>	1,800	I	Custodian (3)	
Shares											
Ordinory										Charitable	
Ordinary	12/18/2013			A	17,270	A	<u>(1)</u>	17,270 <u>(2)</u>	I	Remainder	
Shares										Uni-Trust	

SEC 1474

(9-02)

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

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	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
Director Stock Option Right to Buy	\$ 59.74	12/18/2013		A	2,224	<u>(4)</u>	11/09/2020	Ordinary Shares	2,224
Director Stock Option Right to Buy	\$ 89.42	12/18/2013		A	2,275	<u>(5)</u>	11/03/2021	Ordinary Shares	2,275
Director Stock Option Right to Buy	\$ 100.84	12/18/2013		A	2,726	<u>(6)</u>	11/14/2022	Ordinary Shares	2,726
Director Stock Option Right to Buy	\$ 39.62	12/18/2013		A	3,053	<u>(7)</u>	11/09/2019	Ordinary Shares	3,053
Director Stock Option Right to Buy	\$ 34.45	12/18/2013		A	3,351	<u>(8)</u>	11/13/2018	Ordinary Shares	3,351
Director Stock Option Right to Buy	\$ 23.44	12/18/2013		A	4,650	(9)	10/30/2017	Ordinary Shares	4,650

8. F Der Sec (Ins Director Stock

Option \$ 16.77 12/18/2013 A 5,814 (10) 11/10/2017 Ordinary Shares 5,814

Right to Buy

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MORRIS HERMAN JR C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 490101

X

Signatures

/s/ Penny Bursma, attorney-in-fact for Mr. Herman Morris Jr.

02/18/2014

**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
- (1) 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) This Form 4 is being amended due to administrative error in calculation of shares held in the CRUT.
- (3) Share holding balances in Custodian accounts of children Patrick Morris (800 shares), Geoffrey Morris (1,000 shares).
- This option to purchase 2,224 New Perrigo ordinary shares for \$59.74 per share, which was fully vested at the effective time of the

 (4) Merger, was received in the Merger and represents the conversion of 2,224 Perrigo common stock shares for \$59.74 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- This option to purchase 2,275 New Perrigo ordinary shares for \$89.42 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 2,275 Perrigo common stock shares for \$89.42 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- This option to purchase 2,726 New Perrigo ordinary shares for \$100.84 per share, which vests on the date of the next Annual (6) Shareholders Meeting in the Fall of 2014, was received in the Merger and represents the conversion of 2,726 Perrigo common stock shares for \$100.84 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- This option to purchase 3,053 New Perrigo ordinary shares for \$39.62 per share, which was fully vested at the effective time of the

 (7) Merger, was received in the Merger and represents the conversion of 3,053 Perrigo common stock shares for \$39.62 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- This option to purchase 3,351 New Perrigo ordinary shares for \$34.45 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 3,351 Perrigo common stock shares for \$34.45 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- This option to purchase 4,650 New Perrigo ordinary shares for \$23.44 per share, which was fully vested at the effective time of the Merger, was received in the Merger and represents the conversion of 4,650 Perrigo common stock shares for \$23.44 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

Reporting Owners 3

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This option to purchase 5,814 New Perrigo ordinary shares for \$16.77 per share, which was fully vested at the effective time of the (10) Merger, was received in the Merger and represents the conversion of 5,814 Perrigo common stock shares for \$16.77 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.