

PERRIGO Co plc  
Form 8-A12B  
November 16, 2016

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Perrigo Company plc**

**(Exact Name of Registrant as Specified in Its Charter)**

**Ireland**  
**(State of incorporation or organization)**

**Not Applicable**  
**(I.R.S. Employer Identification No.)**

**Treasury Building, Lower Grand Canal Street,**

**Dublin 2, Ireland**  
**(Address of Principal Executive Offices of Registrant)**

**-**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which</b>
<b>to be so Registered</b>	<b>Each Class is to be Registered</b>
<b>2.300% Notes due 2018</b>	<b>New York Stock Exchange</b>
<b>4.000% Notes due 2023</b>	<b>New York Stock Exchange</b>
<b>5.300% Notes due 2043</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-198202**

**(If applicable)**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None.**

**(Title of Class)**

## EXPLANATORY NOTE

This Form 8-A is being filed in connection with the listing of the following debt securities (collectively, the Notes ) of Perrigo Company plc (the Company ) pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, on the New York Stock Exchange, commencing on November 18, 2016:

2.300% Notes due 2018 (the 2018 Notes );

4.000% Notes due 2023 (the 2023 Notes ); and

5.300% Notes due 2043 (the 2043 Notes ).

The Notes are currently trading on the Global Exchange Market (the GEM ), the exchange regulated market of the Irish Stock Exchange. Once trading of the Notes begins on the New York Stock Exchange, the Company expects to initiate proceedings to remove the Notes from the GEM.

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant s Securities to be Registered.

The following summary description of the Notes does not purport to be complete and is qualified in its entirety by reference to the governing documents for the Notes, which are incorporated by reference herein from Exhibit 4.1 through Exhibit 4.5, and the prospectuses and prospectus supplements referenced in this Item 1.

With respect to the 2018 Notes, the 2023 Notes and the 2043 Notes, the information required by this item is incorporated by reference from the information with respect to such securities contained in the section captioned

Description of Exchange Notes in the Company s prospectus, dated September 2, 2014, filed with the Securities and Exchange Commission (the Commission ) on September 2, 2014.

Item 2. Exhibits.

- Exhibit 4.1 Indenture dated as of November 8, 2013, among Perrigo Company plc, the other parties thereto and Wells Fargo Bank, N.A., as trustee, incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 12, 2013 (File No. 333-190859).
- Exhibit 4.2 First Supplemental Indenture, dated December 18, 2013 to the Indenture dated as of November 8, 2013, among Perrigo Company plc, the other parties thereto and Wells Fargo Bank, N.A., as trustee, incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 19, 2013 (File No. 333-190859).
- Exhibit 4.3 Form of Global Note representing the 2018 Notes (included in Exhibit 4.1).
- Exhibit 4.4 Form of Global Note representing the 2023 Notes (included in Exhibit 4.1).
- Exhibit 4.5 Form of Global Note representing the 2043 Notes (included in Exhibit 4.1).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: November 16, 2016

Perrigo Company plc

By: /s/ Judy L. Brown  
Judy L. Brown

Executive Vice President, Business

Operations and Chief Financial Officer

(Principal Accounting and Financial Officer)

**Exhibit Index**

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