

Smith Jeffrey C
Form 4
May 17, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Jeffrey C

(Last) (First) (Middle)

777 THIRD AVENUE, 18TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PERRIGO Co plc [PRGO]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Ordinary Shares | | | | | 528 | D | |
| Ordinary Shares | | | | | 3,287,856 | I | By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾ |
| Ordinary Shares | 05/15/2018 | | P | 61,313 A | \$ 75.1942 | I | By Starboard Value and Opportunity |

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| | | | | | | | | |
|-----------------|------------|---|---------|---|------------|-----------|---|---|
| Ordinary Shares | 05/15/2018 | P | 12,594 | A | \$ 75.2755 | 446,645 | I | S LLC ⁽²⁾ By Starboard Value and Opportunity S LLC ⁽²⁾ |
| Ordinary Shares | 05/15/2018 | P | 34,947 | A | \$ 75.1942 | 244,365 | I | By Starboard Value and Opportunity C LP ⁽³⁾ |
| Ordinary Shares | 05/15/2018 | P | 7,178 | A | \$ 75.2755 | 251,543 | I | By Starboard Value and Opportunity C LP ⁽³⁾ |
| Ordinary Shares | 05/15/2018 | P | 8,574 | A | \$ 75.1942 | 2,009,712 | I | By Starboard Leaders Kilo LLC ⁽⁴⁾ |
| Ordinary Shares | 05/15/2018 | P | 1,761 | A | \$ 75.2755 | 2,011,473 | I | By Starboard Leaders Kilo LLC ⁽⁴⁾ |
| Ordinary Shares | 05/15/2018 | P | 1,565 | A | \$ 75.1942 | 367,168 | I | By Starboard Leaders Select III LP ⁽⁵⁾ |
| Ordinary Shares | 05/15/2018 | P | 321 | A | \$ 75.2755 | 367,489 | I | By Starboard Leaders Select III LP ⁽⁵⁾ |
| Ordinary Shares | 05/15/2018 | P | 101,001 | A | \$ 75.1942 | 3,505,673 | I | By Managed Accounts of Starboard Value LP ⁽⁶⁾ |
| Ordinary Shares | 05/15/2018 | P | 20,746 | A | \$ 75.2755 | 3,526,419 | I | By Managed Accounts of Starboard Value LP ⁽⁶⁾ |
| Ordinary Shares | 05/16/2018 | P | 4,808 | A | \$ 75.8261 | 256,351 | I | By Starboard Value and Opportunity |

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|
| Ordinary Shares | | 05/16/2018 | | P | 4,514 | A | \$ 75.8261 2,015,987 I | C LP ⁽³⁾ By Starboard Leaders Kilo LLC ⁽⁴⁾ |
| Ordinary Shares | | 05/16/2018 | | P | 824 | A | \$ 75.8261 368,313 I | By Starboard Leaders Select III LP ⁽⁵⁾ |
| Ordinary Shares | | 05/16/2018 | | P | 89,854 | A | \$ 75.8261 3,616,273 I | By Managed Accounts of Starboard Value LP ⁽⁶⁾ |
| Ordinary Shares | | 05/17/2018 | | P | 1,596 | A | \$ 75.8929 257,947 I | By Starboard Value and Opportunity C LP ⁽³⁾ |
| Ordinary Shares | | 05/17/2018 | | P | 2,078 | A | \$ 75.8929 2,018,065 I | By Starboard Leaders Kilo LLC ⁽⁴⁾ |
| Ordinary Shares | | 05/17/2018 | | P | 379 | A | \$ 75.8929 368,692 I | By Starboard Leaders Select III LP ⁽⁵⁾ |
| Ordinary Shares | | 05/17/2018 | | P | 45,947 | A | \$ 75.8929 3,662,220 I | By Managed Accounts of Starboard Value LP ⁽⁶⁾ |

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.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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(D)
(Instr. 3, 4,
and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|-----------------------|------|------------|------------|-----|------------------|-----------------|-----------------------|----------------------------|-------|
| Restricted Stock Unit | | <u>(7)</u> | 05/15/2018 | | A | 3,971 | 05/15/2019 05/15/2019 | Ordinary Shares | 3,971 |
| Restricted Stock Unit | | <u>(7)</u> | | | | 06/06/2018 | 06/06/2018 | Ordinary Shares | 4,265 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | |
|---|---|
| Smith Jeffrey C 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017 | X |
|---|---|

Signatures

/s/ Jeffrey C. Smith 05/17/2018

__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).

Ordinary shares owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) Ordinary shares owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) Ordinary shares owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(4) Ordinary shares owned directly by Starboard Leaders Kilo LLC ("Starboard Kilo LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard Kilo LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard

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Value GP, may be deemed to beneficially own the shares owned directly by Starboard Kilo LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (5) Ordinary shares owned directly by Starboard Leaders Select III LP ("Starboard Leaders Select III"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard Leaders Select III, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares directly held by Starboard Leaders Select III for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (6) Ordinary shares held in certain accounts managed by Starboard Value LP (the "Managed Accounts"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares held in the Managed Accounts for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (7) Each Restricted Stock Unit represents a contingent right to receive one Perrigo Company plc ordinary share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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