

Mallinckrodt plc
Form 4
January 04, 2017

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 *
Harbaugh Matthew K

(Last) (First) (Middle)

675 MCDONNELL BLVD.

(Street)

HAZELWOOD, MO 63042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mallinckrodt plc [MNK]

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2017

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)
Exec. VP & CFO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Ordinary Shares	01/02/2017		A	10,864 ⁽¹⁾ \$ 0	65,376	D	
Ordinary Shares	01/02/2017		F	4,334 \$ 49.82	61,042	D	
Ordinary Shares	01/03/2017		A	13,293 ⁽²⁾ \$ 0	74,335	D	
Ordinary Shares	01/03/2017		A	1,718 ⁽³⁾ \$ 0	76,053	D	

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

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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 (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Share Options (Right to Buy)	\$ 51.73	01/03/2017		A	74,675	01/03/2018 ⁽⁴⁾	01/03/2027	Ordinary Shares	74,675
Employee Share Options (Right to Buy)	\$ 51.73	01/03/2017		A	63,397	01/03/2021 ⁽⁵⁾	01/03/2027	Ordinary Shares	63,397

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harbaugh Matthew K 675 MCDONNELL BLVD. HAZELWOOD, MO 63042			Exec. VP & CFO	

Signatures

/s/ Kenneth L. Wagner,
Attorney-in-Fact

01/04/2017

**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).

(1) Vesting of performance share award granted on January 2, 2014.

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- (2) Represents restricted stock units that vest in four equal annual installments beginning January 3, 2018.
- (3) Represents restricted stock units that vest in three equal annual installments beginning January 3, 2018.
- (4) The options vest in four equal annual installments beginning January 3, 2018.
- (5) The options vest in their entirety on January 3, 2021.

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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