

Mallinckrodt plc
Form 4/A
November 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
BAILEY DON M

(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)
08/14/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
08/18/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 08/14/2014 | 08/14/2014 | A | | 51,971 | A | <u>(1)</u> 347,413 <u>(2)</u> |
| Ordinary Shares | 08/14/2014 | 08/14/2014 | A | | 10,369 | A | <u>(3)</u> 357,782 |

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

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SEC 1474 (9-02)

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

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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 (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr. |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
|------------------|-----------------|-------|----------------------------|

| Code | V | (A) | (D) |
|------|---|-----|-----|
|------|---|-----|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAILEY DON M 675 MCDONNELL BLVD. HAZELWOOD, MO 63042 | X | | | |

Signatures

Miriam Rogers Singer,
Attorney-in-Fact 11/03/2014

__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).
- (1) This amendment is being filed to correct the following errors and omissions in the August 18, 2014 Form 4 of the reporting person. This new line item reflects the acquisition of an additional 57,971 ordinary shares of Mallinckrodt plc ("Mallinckrodt") by the reporting person in connection with the conversion of his vested restricted stock of Questcor Pharmaceuticals, Inc. ("Questcor") as a result of the acquisition of Questcor by Mallinckrodt on August 14, 2014 pursuant to the Agreement and Plan of Merger, dated as of April 5, 2014 by and among Mallinckrodt, Questcor and Quincy Merger Sub, Inc. (the "Merger"). Such shares were inadvertently omitted from the reporting person's Form 4 filed on August 18, 2014, Form 4/A filed September 8, 2014, and Form 4, filed September 9, 2014. In connection with the Merger each share of vested Questcor restricted stock held by Questcor officers (including the reporting person) converted into a right to receive (a) \$30.00 in cash and (b) 0.897 of an ordinary share of Mallinckrodt (together, the "Merger Consideration") with respect to each share of Questcor restricted stock.
- (2) The amount shown reflects a reduction of 88,803 ordinary shares that were inadvertently reported as owned indirectly by the reporting person and held in the Bailey 1995 Family Trust in the reporting person's Form 4, filed August 18, 2014, Form 4/A, filed September 8, 2014, and Form 4, filed September 9, 2014. The Bailey 1995 Family Trust had disposed of these shares prior to August 14, 2014.
- (3) This new line item reflects the acquisition of an additional 10,369 ordinary shares of Mallinckrodt by the reporting person that were held in the Questcor Employee Stock Purchase Plan ("ESPP"), which shares were inadvertently omitted from the reporting person's Form 4 filed on August 18, 2014, Form 4/A filed September 8, 2014, and Form 4, filed September 9, 2014. In connection with the Merger, the shares held in the ESPP received the Merger Consideration.

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.