

PERRIGO Co plc
Form 4/A
July 30, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Kochan Sharon

(Last) (First) (Middle)

C/O PERRIGO COMPANY, 515
EASTERN AVENUE

(Street)

ALLEGAN, MI 49010

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
12/20/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, GM International

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)
				(A) or (D) Code V Amount (D) Price			
Ordinary Shares	12/18/2013		A	4,636 A	4,636	D	

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/18/2013		A	967	08/23/2015	08/23/2015	Ordinary Shares	967
Restricted Stock Units	\$ 0	12/18/2013		A	1,324	08/23/2014	08/23/2014	Ordinary Shares	1,324
Restricted Stock Units	\$ 0	12/18/2013		A	1,336	08/22/2016	08/22/2016	Ordinary Shares	1,336
Employee Stock Option Right to Buy	\$ 90.65	12/18/2013		A	5,367	<u>(5)</u>	08/23/2021	Ordinary Shares	5,367
Employee Stock Option Right to Buy	\$ 108.62	12/18/2013		A	5,886	<u>(6)</u>	08/23/2022	Ordinary Shares	5,886
Employee Stock Option Right to Buy	\$ 119.78	12/18/2013		A	6,245	<u>(7)</u>	08/22/2023	Ordinary Shares	6,245

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kochan Sharon C/O PERRIGO COMPANY 515 EASTERN AVENUE ALLEGAN, MI 49010			EVP, GM International	

Signatures

/s/ Penny Bursma, attorney-in-fact for Mr. Sharon
Kochan

07/30/2014

__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) 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 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) These restricted stock units, which vest on August 23, 2015, received in the Merger and represent the conversion of 967 Perrigo restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.
- (3) These restricted stock units, which vest on August 23, 2014, received in the Merger and represent the conversion of 1,324 Perrigo restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.
- (4) These restricted stock units, which vest on August 23, 2016, received in the Merger and represent the conversion of 1,336 Perrigo restricted stock units. These New Perrigo restricted stock units have the same terms and conditions as the original Perrigo restricted stock units.
- (5) This option to purchase 5,367 New Perrigo ordinary shares for \$90.65 per share, which vests on August 23, 2014, was received in the Merger and represents the conversion of 5,367 Perrigo common stock shares for \$90.65 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (6) This option to purchase 5,886 New Perrigo ordinary shares for \$108.62 per share, which vests in two equal installments beginning on August 23, 2014, was received in the Merger and represents the conversion of 5,886 Perrigo common stock shares for \$108.62 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.
- (7) This option to purchase 6,245 New Perrigo ordinary shares for \$119.78 per share, which vests in three equal installments beginning on August 22, 2014, was received in the Merger and represents the conversion of 6,245 Perrigo common stock shares for \$119.78 per share. This New Perrigo stock option has the same terms and conditions as the original Perrigo stock option.

Remarks:

This Form 4 is being amended due to an administrative error

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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