

PERRIGO Co plc
Form 4
March 01, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Coucke Marc

(Last) (First) (Middle)

C/O PERRIGO COMPANY
PLC, 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)
02/26/2016

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) below)

Executive VP & GM

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 Beneficial Ownership (Instr. 4)
Ordinary Shares			Code	V Amount (D) Price	5,397,711 ⁽¹⁾ <u>(2)</u>	I	Alychlo NV ⁽³⁾

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

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information contained in this form are not
required to respond unless the form
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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
Restricted Stock Units	(4)	02/26/2016		A	197	02/26/2019 02/26/2019	Ordinary Shares	197
Employee Stock Option Right to Buy	\$ 129.23	02/26/2016		A	1,117	(5) 02/26/2026	Ordinary Shares	1,117

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coucke Marc C/O PERRIGO COMPANY PLC 515 EASTERN AVENUE ALLEGAN, MI 49010			Executive VP & GM	

Signatures

/s/ David McConnell, Attorney-in-fact for Mr.
Coucke

03/01/2016

__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) The reporting person and his spouse are the principal shareholders of Alychlo NV ("Alychlo"). On March 30, 2015, Alychlo acquired 5,397,711 ordinary shares of Perrigo Company plc ("Perrigo", and the shares "Perrigo Shares") in connection with Perrigo's acquisition of Omega Pharma Invest NV, all pursuant to a share purchase agreement dated November 6, 2014 (the "Share Purchase Agreement"). Of the 5,397,711 Perrigo Shares issued to Alychlo, 1,081,742 Perrigo Shares are being held in escrow until June 30, 2016 pursuant to the terms of a share escrow agreement, and are subject to possible forfeiture until that time to satisfy indemnity claims arising under the Share Purchase Agreement as specified in the share escrow agreement. After the closing of Alychlo's acquisition of 5,397,711 Perrigo Shares on March 30, 2015, Mylecke Management, Art & Invest NV, represented by Marc Coucke, was appointed Executive Vice President and General Manager of Perrigo's Omega Pharma business unit.
- (2) Pursuant to the terms of a lock-up agreement dated March 30, 2015 entered into in connection with the Share Purchase Agreement, without the issuer's prior written consent, the transfer or other disposition of the 5,397,711 Perrigo Shares acquired by Alychlo are

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restricted 50% until March 30, 2017 and the remaining 50% until March 30, 2018, subject to certain permitted exceptions.

- (3) Alychlo NV is a Belgium-based limited liability company in which Marc Coucke and his spouse are the principal shareholders.
- (4) Each Restricted Stock Unit represents a contingent right to receive one ordinary share of Perrigo Company plc.
- (5) Exercisable in 3 equal annual installments beginning 2/26/2017.

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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