

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 27, 2019**

Mallinckrodt public limited company

(Exact name of registrant as specified in its charter)

Ireland

(State or other jurisdiction of incorporation)

001-35803

(Commission File Number)

98-1088325

(IRS Employer Identification No.)

**3 Lotus Park, The Causeway, Staines-Upon-Thames
Surrey TW18 3AG, United Kingdom**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **+44 017 8463 6700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>(Title of each class)</u>	<u>(Trading Symbol(s))</u>	<u>(Name of each exchange on which registered)</u>
Ordinary shares, par value \$0.20 per share	MNK	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On May 28, 2019, as an update to the Company's planned separation of the previously reported Specialty Generics and Amitiza® (lubiprostone) ("Amitiza") segment, the Company announced that given the strong, return-to-growth performance of the Specialty Generics business, it determined that the Amitiza product should remain with the Specialty Brands business. As a result of the planned separation, the Company has reassessed its segments based on the financial information viewed by the Chief Executive Officer, the Company's chief operating decision maker ("CODM"), for the purposes of making resource allocation decisions and assessing the performance of the business. The Company identified two reportable segments that align with the operations of the two independent publicly traded companies anticipated post-separation: (1) Specialty Brands (inclusive of Amitiza) and (2) Specialty Generics. Beginning with the Quarterly Report on Form 10-Q for the three months ended June 28, 2019, the Company's unaudited condensed consolidated financial statements will reflect this new reporting structure.

The attached Exhibit 99.1 provides recast historical financial information for each of the four quarters in fiscal 2018, the fiscal 2018 annual period and the first quarter of 2019. Given the acquisition of Amitiza during fiscal 2018, the periods prior to fiscal 2018 were not impacted by this new reporting structure. The recast historical financial information reflects the estimated impacts of the change in reportable segments which primarily serves to move the results related to Amitiza to the Specialty Brands segment from the Specialty Generics segment, in alignment with the pending Separation.

This recast historical unaudited financial information is being provided as a convenience to investors who may want to consider the effects of the new reporting structure and has no impact on the Company's previously reported consolidated financial statements. The information in this Current Report on Form 8-K, including Exhibit 99.1, should be read in conjunction with the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q for the corresponding periods.

Non-GAAP Financial Measures

The Company has not yet issued its unaudited condensed combined financial statements for the second quarter of fiscal 2019 reflecting the aforementioned impacts. The recast historical financial information included in Exhibit 99.1 is considered non-GAAP information and includes the segment data for the change in reportable segments, inclusive of select product line net sales.

This non-GAAP information should be considered supplemental to and not a substitute for financial information prepared in accordance with GAAP.

The information in this Current Report on Form 8-K, including Exhibit 99.1, is being "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit</u>
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99.1	<u>Recast Historical Financial Information</u>
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MALLINCKRODT PUBLIC LIMITED COMPANY
(registrant)

Date: June 27, 2019

By: /s/ Bryan M. Reasons

Bryan M. Reasons

Executive Vice President and Chief Financial Officer
(principal financial officer)

MALLINCKRODT PLC
SELECT PRODUCT LINE NET SALES
Three Months Ended March 29, 2019
(unaudited, in millions)

Specialty Brands	
Acthar Gel	\$ 223.9
Inomax	151.1
Ofirmev	95.6
Therakos	61.8
Amitiza	53.0
BioVectra	12.4
Other	6.4
Specialty Brands Total	604.2
Specialty Generics	
Hydrocodone (API) and hydrocodone-containing tablets	17.4
Oxycodone (API) and oxycodone-containing tablets	16.5
Acetaminophen (API)	46.2
Other controlled substances	94.2
Other	12.1
Specialty Generics Total	186.4
Net Sales	\$ 790.6

MALLINCKRODT PLC
SEGMENT DATA
Three Months Ended March 29, 2019
(unaudited, in millions)

	GAAP ⁽¹⁾ Historical As Reported	Adjustments	Expected Segment Results
Net sales:			
Specialty Brands	\$ 547.3	\$ 56.9	\$ 604.2
Specialty Generics	243.3	(56.9)	186.4
Net sales	<u>\$ 790.6</u>	<u>\$ —</u>	<u>\$ 790.6</u>
Operating income:			
Specialty Brands ⁽²⁾	\$ 242.0	\$ 33.5	\$ 275.5
Specialty Generics	57.9	(33.5)	24.4
Segment operating income	299.9	—	299.9
Unallocated amounts:			
Corporate and allocated expenses ⁽³⁾	(45.8)	—	(45.8)
Intangible asset amortization	(222.8)	—	(222.8)
Restructuring and related charges, net	(4.2)	—	(4.2)
Non-restructuring impairments	—	—	—
Separation costs ⁽⁴⁾	(11.7)	—	(11.7)
Operating income	<u>\$ 15.4</u>	<u>\$ —</u>	<u>\$ 15.4</u>

⁽¹⁾ Generally accepted accounting principles in the United States.

⁽²⁾ Includes \$10.0 million of inventory fair-value step up expense, primarily related to Amitiza.

⁽³⁾ Includes administration expenses and certain compensation, legal, environmental and other costs not charged to the Company's reportable segments.

⁽⁴⁾ Represents costs incurred related to the separation of the Company's Specialty Generics business, which are included in selling, general and administrative expenses ("SG&A").

MALLINCKRODT PLC
SELECT PRODUCT LINE NET SALES
(unaudited, in millions)

	Three Months Ended				Fiscal Year Ended
	March 30, 2018	June 29, 2018	September 28, 2018	December 28, 2018	December 28, 2018
Specialty Brands					
Acthar Gel	\$ 243.8	\$ 293.2	\$ 290.1	\$ 283.0	\$ 1,110.1
Inomax	139.8	131.0	133.2	138.7	542.7
Ofirmev	82.0	85.6	87.1	87.2	341.9
Therakos	57.4	56.8	60.0	57.0	231.2
Amitiza	23.0	48.0	48.2	64.6	183.8
BioVectra	10.5	11.3	13.9	17.4	53.1
Other	16.1	5.8	7.5	4.5	33.9
Specialty Brands Total	572.6	631.7	640.0	652.4	2,496.7
Specialty Generics					
Hydrocodone (API) and hydrocodone-containing tablets	13.9	16.9	15.5	19.6	65.9
Oxycodone (API) and oxycodone-containing tablets	16.6	13.1	13.6	22.8	66.1
Acetaminophen (API)	49.4	51.7	47.9	43.7	192.7
Other controlled substances	89.0	99.5	69.5	85.8	343.8
Other	13.8	12.6	13.4	10.6	50.4
Specialty Generics Total	182.7	193.8	159.9	182.5	718.9
Net Sales	\$ 755.3	\$ 825.5	\$ 799.9	\$ 834.9	\$ 3,215.6

MALLINCKRODT PLC
SEGMENT DATA
Fiscal Year Ended December 28, 2018
(unaudited, in millions)

	GAAP Historical As Reported	Adjustments	Expected Segment Results
Net sales:			
Specialty Brands	\$ 2,306.2	\$ 190.5	\$ 2,496.7
Specialty Generics	909.4	(190.5)	718.9
Net sales	<u>\$ 3,215.6</u>	<u>\$ —</u>	<u>\$ 3,215.6</u>
Operating income:			
Specialty Brands ⁽¹⁾	\$ 1,077.4	\$ 15.7	\$ 1,093.1
Specialty Generics	105.0	(15.7)	89.3
Segment operating income	<u>1,182.4</u>	<u>—</u>	<u>1,182.4</u>
Unallocated amounts:			
Corporate and allocated expenses ⁽²⁾	(155.8)	—	(155.8)
Intangible asset amortization	(740.2)	—	(740.2)
Restructuring and related charges, net ⁽³⁾	(108.2)	—	(108.2)
Non-restructuring impairments	(3,893.1)	—	(3,893.1)
Separation costs ⁽⁴⁾	(6.0)	—	(6.0)
Operating income	<u>\$ (3,720.9)</u>	<u>\$ —</u>	<u>\$ (3,720.9)</u>

⁽¹⁾ Includes \$118.8 million of inventory fair-value step up expense, primarily related to Amitiza.

⁽²⁾ Includes administration expenses and certain compensation, legal, environmental and other costs not charged to the Company's reportable segments.

⁽³⁾ Includes restructuring-related accelerated depreciation.

⁽⁴⁾ Represents costs incurred related to the separation of the Company's Specialty Generics segment, which are included in SG&A.

MALLINCKRODT PLC
SEGMENT DATA
Three Months Ended December 28, 2018
(unaudited, in millions)

	GAAP Historical As Reported	Adjustments	Expected Segment Results
Net sales:			
Specialty Brands	\$ 586.5	\$ 65.9	\$ 652.4
Specialty Generics	248.4	(65.9)	182.5
Net sales	<u>\$ 834.9</u>	<u>\$ —</u>	<u>\$ 834.9</u>
Operating income:			
Specialty Brands ⁽¹⁾	\$ 290.2	\$ 8.5	\$ 298.7
Specialty Generics ⁽²⁾	3.1	(8.5)	(5.4)
Segment operating income	293.3	—	293.3
Unallocated amounts:			
Corporate and allocated expenses ⁽³⁾	(70.1)	—	(70.1)
Intangible asset amortization	(193.7)	—	(193.7)
Restructuring and related charges, net ⁽⁴⁾	(1.6)	—	(1.6)
Non-restructuring impairments	(3,891.1)	—	(3,891.1)
Separation costs ⁽⁵⁾	(6.0)	—	(6.0)
Operating income	<u>\$ (3,869.2)</u>	<u>\$ —</u>	<u>\$ (3,869.2)</u>

⁽¹⁾ Includes \$41.3 million of inventory fair-value step up expense, primarily related to Amitiza.

⁽²⁾ Beginning in the first quarter through the third quarter of fiscal 2018, the historical financial results attributable to "the Specialty Generics Disposal Group" were reflected in the Company's interim unaudited condensed consolidated financial statements as discontinued operations. As a result of the announcement of the planned separation of the Specialty Generics business, the Specialty Generics Disposal Group no longer met the requirements to be classified as held-for-sale. During the fourth quarter of fiscal 2018, the disposal group was reclassified to held-and-used and measured at its carrying amount before it was classified as held-for-sale, adjusted for depreciation and amortization expense that would have been recognized had the disposal group been continuously classified as held and used. The total depreciation adjustment of \$17.7 million was reflected in the Specialty Generics segment operating income during the fourth quarter of 2018, the period in which the held-for-sale criteria were no longer met.

⁽³⁾ Includes administration expenses and certain compensation, legal, environmental and other costs not charged to the Company's reportable segments.

⁽⁴⁾ Includes restructuring-related accelerated depreciation.

⁽⁵⁾ Represents costs incurred related to the separation of the Company's Specialty Generics business, which are included in SG&A.

MALLINCKRODT PLC
SEGMENT DATA
Three Months Ended September 28, 2018
(unaudited, in millions)

	GAAP Historical As Reported	Adjustments	Expected Segment Results
Net sales:			
Specialty Brands	\$ 589.2	\$ 50.8	\$ 640.0
Specialty Generics	210.7	(50.8)	159.9
Net sales	<u>\$ 799.9</u>	<u>\$ —</u>	<u>\$ 799.9</u>
Operating income:			
Specialty Brands ⁽¹⁾	\$ 281.7	\$ 6.3	\$ 288.0
Specialty Generics	22.8	(6.3)	16.5
Segment operating income	304.5	—	304.5
Unallocated amounts:			
Corporate and allocated expenses ⁽²⁾	(29.2)	—	(29.2)
Intangible asset amortization	(184.2)	—	(184.2)
Restructuring and related charges, net ⁽³⁾	(19.6)	—	(19.6)
Non-restructuring impairments	(2.0)	—	(2.0)
Operating income	<u>\$ 69.5</u>	<u>\$ —</u>	<u>\$ 69.5</u>

⁽¹⁾ Includes \$31.0 million of inventory fair-value step up expense, primarily related to Amitiza

⁽²⁾ Includes administration expenses and certain compensation, legal, environmental and other costs not charged to the Company's reportable segments.

⁽³⁾ Includes restructuring-related accelerated depreciation.

MALLINCKRODT PLC
SEGMENT DATA
Three Months Ended June 29, 2018
(unaudited, in millions)

	GAAP Historical As Reported	Adjustments	Expected Segment Results
Net sales:			
Specialty Brands	\$ 582.1	\$ 49.6	\$ 631.7
Specialty Generics	243.4	(49.6)	193.8
Net sales	<u>\$ 825.5</u>	<u>\$ —</u>	<u>\$ 825.5</u>
Operating income:			
Specialty Brands ⁽¹⁾	\$ 263.4	\$ 1.8	\$ 265.2
Specialty Generics	44.9	(1.8)	43.1
Segment operating income	<u>308.3</u>	<u>—</u>	<u>308.3</u>
Unallocated amounts:			
Corporate and allocated expenses ⁽²⁾	(12.5)	—	(12.5)
Intangible asset amortization	(184.3)	—	(184.3)
Restructuring and related charges, net	(58.8)	—	(58.8)
Operating income	<u>\$ 52.7</u>	<u>\$ —</u>	<u>\$ 52.7</u>

⁽¹⁾ Includes \$31.5 million of inventory fair-value step up expense, primarily related to Amitiza

⁽²⁾ Includes administration expenses and certain compensation, legal, environmental and other costs not charged to the Company's reportable segments.

MALLINCKRODT PLC
SEGMENT DATA
Three Months Ended March 30, 2018
(unaudited, in millions)

	GAAP Historical As Reported	Adjustments	Expected Segment Results
Net sales:			
Specialty Brands	\$ 548.4	\$ 24.2	\$ 572.6
Specialty Generics	206.9	(24.2)	182.7
Net sales	<u>\$ 755.3</u>	<u>\$ —</u>	<u>\$ 755.3</u>
Operating income:			
Specialty Brands ⁽¹⁾	\$ 242.1	\$ (0.9)	\$ 241.2
Specialty Generics ⁽²⁾	34.2	0.9	35.1
Segment operating income	276.3	—	276.3
Unallocated amounts:			
Corporate and allocated expenses ⁽³⁾	(44.0)	—	(44.0)
Intangible asset amortization	(178.0)	—	(178.0)
Restructuring and related charges, net	(28.2)	—	(28.2)
Operating income	<u>\$ 26.1</u>	<u>\$ —</u>	<u>\$ 26.1</u>

⁽¹⁾ Includes \$15.0 million of inventory fair-value step up expense, primarily related to Amitiza.

⁽²⁾ Includes \$8.9 million of depreciation expense incurred during the first quarter of fiscal 2018 prior to the Specialty Generics Disposal Group being classified as held and used.

⁽³⁾ Includes administration expenses and certain compensation, legal, environmental and other costs not charged to the Company's reportable segments.