FORM 4

Instruction 1(b)

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

wasiiiigton,	D.C.	20549	

Check this box if no longer subject to	STATEMENT OF CHANGES IN BENEFICIAL	<b>OWNERSHIP</b>
Section 16. Form 4 or Form 5		
obligations may continue. See		

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BAILEY DON M</u>						2. Issuer Name <b>and</b> Ticker or Trading Symbol  Mallinckrodt plc [ MNK ]								elationship eck all appl X Direc	•	g Persor	n(s) to Issu 10% Ow	
(Last) 675 MCD	`	,	(Middle)			Date of /13/20		est Transaction (Month/Day/Year)							Officer (give title below)		Other (s below)	ecify
(Street) HAZELW (City)			63042 (Zip)		4. 1	f Amer	ndme	nt, Date o	of Origir	nal File	ed (Month/Da	y/Year)	Line	e) <mark>X</mark> Form	Joint/Group filed by One filed by Mor n	e Reporti	ing Person	
(0.5)				on-Deri	vativ	e Sec	urit	ies Ac	auire	d. Di	sposed o	f. or Be	neficial	lv Owne				
1. Title of Security (Instr. 3) 2. Tra		2. Transa Date	Transaction 2A. ate Exelonth/Day/Year) if a		2A. Deemed Execution Date, if any		3. 4.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			5. Amount of		6. Own Form: I (D) or I (I) (Inst	Direct c ndirect E r. 4) (	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount	(A) or (D)	Price	Transa	Reported Transaction(s) (Instr. 3 and 4)		(	Instr. 4)		
Ordinary S	linary Shares 05/13/		2015	5		M <sup>(1)</sup>		51,417	A	\$26.95	19	1,024	I	)				
Ordinary S	hares			05/13/	2015	Τ			S <sup>(1)</sup>		50,017	D	\$122.43	3 <sup>(2)</sup> 141,007 D		)		
Ordinary S	Shares			05/13/	2015				S <sup>(1)</sup>		1,400	D	\$123.18	(3) 13	139,607 D			
		-	Гable II								posed of, convertil			Owned				
1. Title of Derivative Conversion Security (Instr. 3) Price of Derivative Security		Execution if any	xecution Date, any		4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e Coss Fully Do	0. Ownership Form: Direct (D) or Indirect I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount or Number of Shares					
Stock Options (Right to	\$26.95	05/13/2015			M <sup>(1)</sup>			51,417	(4	)	02/15/2022	Ordinary Shares	51,417	\$0	0		D	

## **Explanation of Responses:**

- 1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on November 26, 2014.
- 2. The price represents a weighted average. The shares were sold at prices ranging from \$122.02 to \$123.00, inclusive. Mr. Bailey will provide, upon request of the SEC staff, Mallinckrodt plc, or a shareholder of Mallinckrodt plc complete information regarding the number of shares sold at each price within the ranges set forth in footnotes (2) - (3) to this Form 4.
- 3. The price represents a weighted average. The shares were sold at prices ranging from \$123.12 to \$123.50, inclusive.
- 4. Represents options to purchase shares of Questcor Pharmaceuticals, Inc. that were converted into options to purchase ordinary shares of Mallinckrodt plc pursuant to the Agreement and Plan of Merger, dated as of April 5, 2014, by and among Mallinckrodt plc ("Mallinckrodt"), Questcor Pharmaceuticals, Inc. ("Questcor") and Quincy Merger Sub, Inc. All unvested options were accelerated on August 14, 2014 in connection with the acquisition of Questcor by Mallinckrodt.

## Remarks:

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

05/14/2015

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.