

**Report of Organizational Actions
Affecting Basis of Securities**

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Mallinckrodt International Finance S.A.		2 Issuer's employer identification number (EIN) 98-1094609	
3 Name of contact for additional information Stephanie Miller	4 Telephone No. of contact +44 1784 636766	5 Email address of contact Corporate.Secretary@mnk.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 3 Lotus Park, The Causeway		7 City, town, or post office, state, and ZIP code of contact Staines-Upon-Thames, Surrey TW18 3AG	
8 Date of action December 6, 2019		9 Classification and description Debt Exchange	
10 CUSIP number 561233AE7	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See Attachment](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See Attachment](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See Attachment](#)

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See Attachment

18 Can any resulting loss be recognized? ► See Attachment

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See Attachment

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►  Date ► 14 January 2020

Print your name ► Stephanie Miller

Title ► Director

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ►			Firm's EIN ►	
Firm's address ►			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Mallinckrodt International Finance S.A.
Attachment to Form 8937

Form 8937, Part II, Box 14:

Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action

On November 5, 2019, Mallinckrodt plc announced offers to exchange (the "Exchange Offers") by its wholly owned subsidiaries, Mallinckrodt International Finance S.A. and Mallinckrodt CB LLC (the "Issuers") (i) any and all of the outstanding the 4.875% senior notes due 2020 (the "4.875% Notes") for new 10.000% second lien senior secured notes due 2025 (the "New Notes") and (ii) the 5.750% senior notes due 2022, 4.750% senior notes due 2023, 5.625% senior notes due 2023 and 5.500% senior notes due 2025 (the foregoing notes described in this clause (ii), together with the 4.875% Notes, the "Existing Notes") for up to \$355 million of New Notes, on the terms and conditions described in the related Offering Memorandum of the Issuers dated as of November 5, 2019 (the "Offering Memorandum"). The exchanges of Existing Notes for New Notes pursuant to the Exchange Offers (each, an "Debt Exchange") were settled on December 6, 2019.

Form 8937, Part II, Box 15:

Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis

The Debt Exchange will be a taxable disposition of Existing Notes for U.S. federal income tax purposes unless such Exchange qualifies as a "recapitalization" within the meaning of Section 368(a)(1)(E) of the Code. If an Exchange is a taxable disposition, then a U.S. Holder (as defined in the Offering Memorandum) generally should have an initial tax basis in a New Note received pursuant to such Exchange equal to its issue price, which the Issuers will determine in accordance with Treasury Regulation section 1.1273-2(f)(9), and, in accordance with such Treasury Regulation make available to the holders within 90 days of the date the debt instrument was issued.

If the Debt Exchange qualifies as a "recapitalization," A U.S. Holder's initial tax basis in the New Notes generally would be the same as such U.S. holder's adjusted tax basis in the Existing Notes exchanged therefor.

Due to the inherently factual nature of the determination of whether an Exchange constitutes a recapitalization for U.S. federal income tax purposes, U.S. Holders are urged to consult the Offering Memorandum and their tax advisors regarding such determination.

Form 8937, Part II, Box 16:

Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates

See Box 15.

Form 8937, Part II, Box 17:

List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based

Sections 354, 358, 368(a)(1)(E), 1001, 1012 and 1273.

Form 8937, Part II, Box 18:

Can any resulting loss be recognized?

If the Debt Exchange is a taxable disposition of Existing Notes, a U.S. Holder may be eligible to recognize a loss to the extent such U.S. Holder's adjusted basis in an Existing Note exceeds the amount realized pursuant to such Exchange. Due to the inherently factual nature of determining whether a loss is allowable for U.S. federal income tax purposes, U.S. Holders are urged to consult the Offering Memorandum and their tax advisors regarding such determination.

If the Debt Exchange qualifies as a "recapitalization," no loss may be recognized.

Form 8937, Part II, Box 19:

Provide any other information necessary to implement the adjustment, such as the reportable tax year

The reportable tax year is the tax year that includes December 6, 2019. In the case of calendar-year taxpayers who participated in the Debt Exchange, the reportable tax year is 2019.

This information is being provided pursuant to the requirements of Section 6045B of the Code, and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Exchange Offers. It does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Holders of Existing Notes are encouraged to consult their tax advisors regarding the particular consequences of the Exchange Offers to them (including the applicability and effect of all federal, state, local and non-U.S. laws) and should read the Offering Memorandum, noting the discussion under the heading "Certain U.S. Federal Income Tax Consequences." The information provided here remains subject to the Offering Memorandum in all respects.

None of the statements on this Form 8937 is intended to be tax advice, which should be obtained from your tax advisor.