

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

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 24, 2016

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number : 001-35803

**Mallinckrodt public limited company**

(Exact name of registrant as specified in its charter)

**Ireland**

(State or other jurisdiction of  
incorporation or organization)

**98-1088325**

(I.R.S. Employer  
Identification No.)

**Perth House, Millennium Way,  
Chesterfield, Derbyshire S41 8ND, United Kingdom**  
(Address of principal executive offices) (Zip Code)

**Telephone: +44 124 626 3051**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:  
Ordinary shares, \$0.20 par value - 107,713,320 shares as of July 29, 2016

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
*(unaudited, in millions, except per share data)*

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
<b>Net sales</b>	\$ 970.6	\$ 877.3	\$ 2,803.4	\$ 2,464.5
Cost of sales	429.3	373.5	1,290.8	1,093.0
<b>Gross profit</b>	541.3	503.8	1,512.6	1,371.5
Selling, general and administrative expenses	248.4	295.0	722.1	827.5
Research and development expenses	76.1	59.9	198.3	170.6
Restructuring charges, net	14.1	22.7	29.1	33.4
Non-restructuring impairment charges	—	—	16.9	—
Gains on divestiture and license	(0.2)	(0.9)	(0.5)	(2.6)
<b>Operating income</b>	202.9	127.1	546.7	342.6
Interest expense	(95.6)	(72.5)	(290.6)	(178.7)
Interest income	0.4	0.2	0.8	0.7
Other income (loss), net	(1.3)	(0.4)	—	8.0
<b>Income from continuing operations before income taxes</b>	106.4	54.4	256.9	172.6
Income tax benefit	(89.3)	(1.2)	(175.0)	(45.6)
<b>Income from continuing operations</b>	195.7	55.6	431.9	218.2
Income from discontinued operations, net of income taxes	3.6	2.4	96.8	31.3
<b>Net income</b>	<u>\$ 199.3</u>	<u>\$ 58.0</u>	<u>\$ 528.7</u>	<u>\$ 249.5</u>
<b>Basic earnings per share (Note 7):</b>				
Income from continuing operations	\$ 1.80	\$ 0.47	\$ 3.87	\$ 1.87
Income from discontinued operations	0.03	0.02	0.87	0.27
<b>Net income</b>	<u>\$ 1.84</u>	<u>\$ 0.50</u>	<u>\$ 4.73</u>	<u>\$ 2.14</u>
Basic weighted-average shares outstanding	108.6	116.3	111.7	115.5
<b>Diluted earnings per share (Note 7):</b>				
Income from continuing operations	\$ 1.79	\$ 0.47	\$ 3.84	\$ 1.85
Income from discontinued operations	0.03	0.02	0.86	0.26
<b>Net income</b>	<u>\$ 1.82</u>	<u>\$ 0.49</u>	<u>\$ 4.70</u>	<u>\$ 2.11</u>
Diluted weighted-average shares outstanding	109.4	117.8	112.6	117.1

See Notes to Condensed Consolidated Financial Statements.

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
*(unaudited, in millions)*

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
<b>Net income</b>	\$ 199.3	\$ 58.0	\$ 528.7	\$ 249.5
<b>Other comprehensive income (loss), net of tax:</b>				
Currency translation adjustments	(1.2)	5.1	(60.5)	(53.8)
Unrecognized gain on derivatives, net of \$-, \$-, \$- and (\$0.1) tax	0.2	0.2	0.5	0.4
Unrecognized gain (loss) on benefit plans, net of (\$0.3), (\$2.7), \$4.1 and (\$2.8) tax	0.4	4.5	(6.6)	5.4
<b>Total other comprehensive income (loss), net of tax</b>	(0.6)	9.8	(66.6)	(48.0)
<b>Comprehensive income</b>	<u>\$ 198.7</u>	<u>\$ 67.8</u>	<u>\$ 462.1</u>	<u>\$ 201.5</u>

See Notes to Condensed Consolidated Financial Statements.

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
*(unaudited, in millions, except share data)*

	June 24, 2016	September 25, 2015
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents	\$ 521.9	\$ 365.9
Accounts receivable, less allowance for doubtful accounts of \$8.9 and \$4.7	500.0	548.5
Inventories	357.7	281.8
Deferred income taxes	115.7	142.7
Prepaid expenses and other current assets	131.0	207.3
Current assets held for sale	—	299.9
<b>Total current assets</b>	<b>1,626.3</b>	<b>1,846.1</b>
Property, plant and equipment, net	1,012.0	991.3
Goodwill	3,645.5	3,649.4
Intangible assets, net	9,258.5	9,666.3
Other assets	290.9	251.0
<b>Total Assets</b>	<b>\$ 15,833.2</b>	<b>\$ 16,404.1</b>
<b>Liabilities and Shareholders' Equity</b>		
Current Liabilities:		
Current maturities of long-term debt	\$ 21.7	\$ 22.3
Accounts payable	125.4	133.0
Accrued payroll and payroll-related costs	110.5	103.7
Accrued interest	69.9	80.2
Accrued and other current liabilities	642.0	517.4
Current liabilities held for sale	—	72.8
<b>Total current liabilities</b>	<b>969.5</b>	<b>929.4</b>
Long-term debt	6,279.0	6,474.3
Pension and postretirement benefits	136.4	116.7
Environmental liabilities	73.2	73.3
Deferred income taxes	2,772.5	3,132.4
Other income tax liabilities	95.3	121.3
Other liabilities	298.5	245.5
<b>Total Liabilities</b>	<b>10,624.4</b>	<b>11,092.9</b>
Shareholders' Equity:		
Preferred shares, \$0.20 par value, 500,000,000 authorized; none issued and outstanding	—	—
Ordinary A shares, €1.00 par value, 40,000 authorized; none issued and outstanding	—	—
Ordinary shares, \$0.20 par value, 500,000,000 authorized; 117,945,904 and 117,513,370 issued; 107,663,403 and 116,283,149 outstanding	23.6	23.5
Ordinary shares held in treasury at cost, 10,282,501 and 1,230,221	(711.7)	(109.7)
Additional paid-in capital	5,395.0	5,357.6
Retained earnings	567.6	38.9
Accumulated other comprehensive income	(65.7)	0.9
<b>Total Shareholders' Equity</b>	<b>5,208.8</b>	<b>5,311.2</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 15,833.2</b>	<b>\$ 16,404.1</b>

See Notes to Condensed Consolidated Financial Statements.

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(unaudited, in millions)*

	Nine Months Ended	
	June 24, 2016	June 26, 2015
<b>Cash Flows From Operating Activities:</b>		
Net income	\$ 528.7	\$ 249.5
Adjustments to reconcile net cash provided by operating activities:		
Depreciation and amortization	625.0	481.2
Share-based compensation	30.6	93.9
Deferred income taxes	(324.3)	(135.2)
Non-cash impairment charges	16.9	—
Gain on disposal of discontinued operations	(99.1)	—
Other non-cash items	22.7	(61.2)
Changes in assets and liabilities, net of the effects of acquisitions:		
Accounts receivable, net	51.2	(22.9)
Inventories	(6.5)	36.9
Accounts payable	(8.6)	16.5
Income taxes	140.7	61.6
Other	17.1	(161.1)
Net cash provided by operating activities	<u>994.4</u>	<u>559.2</u>
<b>Cash Flows From Investing Activities:</b>		
Capital expenditures	(133.5)	(92.5)
Acquisitions and intangibles, net of cash acquired	(169.5)	(1,176.3)
Proceeds from disposal of discontinued operations, net of cash	267.0	—
Restricted cash	47.1	(21.9)
Other	5.3	2.6
Net cash provided by (used in) investing activities	<u>16.4</u>	<u>(1,288.1)</u>
<b>Cash Flows From Financing Activities:</b>		
Issuance of external debt	98.3	1,720.0
Repayment of external debt and capital leases	(307.1)	(1,457.8)
Excess tax benefit from share-based compensation	—	30.4
Debt financing costs	(0.1)	(25.3)
Proceeds from exercise of share options	8.5	29.7
Repurchase of shares	(602.0)	(15.4)
Other	(53.0)	(28.1)
Net cash (used in) provided by financing activities	<u>(855.4)</u>	<u>253.5</u>
Effect of currency rate changes on cash	0.6	(7.1)
<b>Net increase in cash and cash equivalents</b>	<u>156.0</u>	<u>(482.5)</u>
<b>Cash and cash equivalents at beginning of period</b>	<u>365.9</u>	<u>707.8</u>
<b>Cash and cash equivalents at end of period</b>	<u>\$ 521.9</u>	<u>\$ 225.3</u>

See Notes to Condensed Consolidated Financial Statements.

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
*(unaudited, in millions)*

	Ordinary Shares		Treasury Shares		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total Shareholders' Equity
	Number	Par Value	Number	Amount				
<b>Balance at September 25, 2015</b>	117.5	\$ 23.5	1.2	\$ (109.7)	\$ 5,357.6	\$ 38.9	\$ 0.9	\$ 5,311.2
Net income	—	—	—	—	—	528.7	—	528.7
Currency translation adjustments	—	—	—	—	—	—	(60.5)	(60.5)
Change in derivatives, net of tax	—	—	—	—	—	—	0.5	0.5
Minimum pension liability, net of tax	—	—	—	—	—	—	(6.6)	(6.6)
Share options exercised	0.3	0.1	—	—	8.4	—	—	8.5
Vesting of restricted shares	0.2	—	—	—	—	—	—	—
Excess tax benefit from share-based compensation	—	—	—	—	(1.6)	—	—	(1.6)
Share-based compensation	—	—	—	—	30.6	—	—	30.6
Repurchase of shares	—	—	9.1	(602.0)	—	—	—	(602.0)
<b>Balance at June 24, 2016</b>	<u>118.0</u>	<u>\$ 23.6</u>	<u>10.3</u>	<u>\$ (711.7)</u>	<u>\$ 5,395.0</u>	<u>\$ 567.6</u>	<u>\$ (65.7)</u>	<u>\$ 5,208.8</u>

See Notes to Condensed Consolidated Financial Statements.

**MALLINCKRODT PLC**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(unaudited, dollars in millions, except per share data and where indicated)

**1. Background and Basis of Presentation**

**Background**

Mallinckrodt plc and its subsidiaries (collectively, "Mallinckrodt" or "the Company") is a global business that develops, manufactures, markets and distributes branded and generic specialty pharmaceutical and biopharmaceutical products and therapies and nuclear medicine products. Therapeutic areas of focus include autoimmune and rare disease specialty areas (including neurology, rheumatology, nephrology and pulmonology); immunotherapy and neonatal critical care respiratory therapies; hemostasis products; and central nervous system drugs. The Company also supports the diagnosis of disease with nuclear medicine products.

The Company operates in three reportable segments, which are further described below:

- *Specialty Brands* produces and markets branded pharmaceutical and biopharmaceutical products and therapies;
- *Specialty Generics* produces specialty generic pharmaceuticals and active pharmaceutical ingredients ("API") consisting of biologics, medicinal opioids, synthetic controlled substances, acetaminophen and other active ingredients; and
- *Nuclear Imaging* manufactures and markets radiopharmaceuticals (nuclear medicine).

The Company owns or has rights to use the trademarks and trade names that are used in conjunction with the operation of its business. One of the more important trademarks that the Company owns or has rights to use that appears in this Quarterly Report on Form 10-Q is "Mallinckrodt," which is a registered trademark or the subject of pending trademark applications in the U.S. and other jurisdictions. Solely for convenience, the Company only uses the <sup>TM</sup> or <sup>®</sup> symbols the first time any trademark or trade name is mentioned in the following notes. Such references are not intended to indicate in any way that the Company will not assert, to the fullest extent permitted under applicable law, its rights to its trademarks and trade names. Each trademark or trade name of any other company appearing in the following discussion is, to the Company's knowledge, owned by such other company.

**Basis of Presentation**

The unaudited condensed consolidated financial statements have been prepared in U.S. Dollars and in accordance with accounting principles generally accepted in the U.S. ("GAAP"). The preparation of the unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of net sales and expenses. Actual results may differ from those estimates. The unaudited condensed consolidated financial statements include the accounts of Mallinckrodt plc, its wholly-owned subsidiaries and entities in which they own or control more than fifty percent of the voting shares, or have the ability to control through similar rights. The results of entities disposed of are included in the unaudited condensed consolidated financial statements up to the date of disposal and, where appropriate, these operations have been reflected as discontinued operations. Divestitures of product lines and businesses that did not qualify as discontinued operations have been reflected in operating income. All intercompany balances and transactions have been eliminated in consolidation and, in the opinion of management, all normal recurring adjustments necessary for a fair presentation have been included in the interim results reported. The fiscal year-end balance sheet data was derived from audited consolidated financial statements, but do not include all of the annual disclosures required by GAAP; accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited annual consolidated and combined financial statements included in its Annual Report on Form 10-K for the period ended September 25, 2015, filed with the SEC on November 24, 2015.

The Company completed the sale of the contrast media and delivery systems ("CMDS") business on November 27, 2015. As a result, prior year balances have been recast to present the CMDS business as a discontinued operation.

Beginning in the first quarter of fiscal year 2016, the Company revised the presentation of certain medical affairs costs to better align with industry practice, which were previously included in selling, general and administrative ("SG&A") expenses and are now included in research and development ("R&D") expenses. As a result, \$15.9 million and \$39.4 million of expenses previously included in SG&A for the three and nine months ended June 26, 2015, respectively, have been classified as R&D expenses to conform to this change. No other financial statement line items were impacted by this change in classification.



## **Fiscal Year**

The Company reports its results based on a "52-53 week" year ending on the last Friday of September. The third fiscal quarters of 2016 and 2015 ended on June 24, 2016 and June 26, 2015, respectively. Unless otherwise indicated, the three and nine months ended June 24, 2016 refers to the thirteen and thirty-nine week period ended June 24, 2016 and the three and nine months ended June 26, 2015 refers to the thirteen and thirty-nine week period ended June 26, 2015. The full year fiscal 2015 consisted of 52 weeks, while fiscal 2016 will consist of 53 weeks and will end on September 30, 2016.

On May 17, 2016, the Board of Directors of the Company approved a change in the Company's fiscal year end to the last Friday in December from the last Friday in September. The change in fiscal year will become effective for the Company's 2017 fiscal year, which will begin on December 31, 2016 and end on December 29, 2017. As a result, the Company will have a transition period which will begin on October 1, 2016 and end on December 30, 2016.

## **2. Recently Issued Accounting Standards**

The Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-09, "Stock Compensation," in March 2016. This update simplifies several aspects of the accounting for share-based payment award transactions. This guidance is effective for the Company in the first quarter of fiscal 2018. The Company is assessing the potential impact of the guidance.

The FASB issued ASU 2016-08, "Revenue from Contracts with Customers" in March 2016. This update was issued to clarify the implementation guidance on principal versus agent considerations, including identifying the unit of account at which an entity should assess whether it is a principal or an agent, identifying the nature of the good or the service provided to the customer, applying the control principle to certain types of transactions, and interaction of the control principle with the indicators provided to assist in the principal versus agent evaluation. The guidance is effective for the Company in the first quarter of fiscal 2019. Early adoption is permitted in the first quarter of fiscal 2018. The FASB issued ASU 2016-10 "Revenue from Contracts with Customers, Identifying Performance Obligations and Licensing" and ASU 2016-12, "Narrow-Scope Improvements and Practical Expedients", which both provide clarifying guidance to ASU 2016-08. The Company is assessing the transition approach it will utilize and potential impact of adoption.

The FASB issued ASU 2016-02, "Leases," in February 2016. This update was issued to increase transparency and comparability among organizations by recognizing all lease transactions (with terms in excess of 12 months) on the balance sheet as a lease liability and a right-of-use asset (as defined). This guidance is effective for the Company in the first quarter of fiscal 2020. Upon adoption, the lessee will apply the new standard using a modified retrospective approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. The Company is assessing the potential impact of this guidance.

The FASB issued ASU 2015-17, "Balance Sheet Reclassification of Deferred Taxes," in November 2015. This update eliminates the current requirement to present deferred tax liabilities and assets as current and non-current in a classified balance sheet. Instead, entities will be required to classify all deferred tax assets and liabilities as non-current. This guidance is effective for the Company in the first quarter of fiscal 2018. The Company anticipates certain reclassifications on its consolidated balance sheet upon adoption.

The FASB issued ASU 2015-16, "Simplifying the Accounting for Measurement-Period Adjustments," in September 2015. This update requires an acquirer to recognize adjustments to the provisional amounts that are identified during the measurement period in the reporting period in which the adjusting amounts are determined. The amendments in this update require an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. This guidance is effective for the Company in the first quarter of fiscal 2017. The update is not expected to have a material impact for our historical acquisitions.

### 3. Discontinued Operations

#### CMDS

On November 27, 2015, the Company completed the sale of the CMDS business to Guerbet S.A. ("Guerbet") for cash consideration of approximately \$270.0 million, subject to net working capital adjustments. The CMDS business was eliminated from the Global Medical Imaging segment, which was renamed Nuclear Imaging.

Subsequent to the sale of the CMDS business, the Company has and will continue to supply certain products under a supply agreement with Guerbet.

The following table summarizes the financial results of the CMDS discontinued operations for the three and nine months ended June 24, 2016 and June 26, 2015 as presented in the consolidated statements of income and comprehensive income:

Major line items constituting income (loss) from discontinued operations	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Net sales	\$ 0.7	\$ 102.2	\$ 61.0	\$ 312.1
Cost of sales	0.7	72.5	46.9	222.9
Selling, general and administrative expenses	—	21.8	20.1	71.8
Other	—	1.5	1.1	4.1
(Loss) income from discontinued operations	—	6.4	(7.1)	13.3
Gain on disposal of discontinued operations	1.7	—	99.0	—
Income from discontinued operations, before income taxes	1.7	6.4	91.9	13.3
Income tax (benefit) expense	—	4.5	(2.9)	5.4
<b>Income from discontinued operations net of tax</b>	<b>\$ 1.7</b>	<b>\$ 1.9</b>	<b>\$ 94.8</b>	<b>\$ 7.9</b>

During the three months ended June 24, 2016, the income tax impact was zero on the \$1.7 million gain recognized on disposal. During the nine months ended June 24, 2016, there was income tax benefit of \$0.7 million associated with the \$99.0 million gain recognized on disposal and a \$2.2 million benefit associated with the \$7.1 million loss from discontinued operations. The tax impact of the gain recognized on disposal was favorably impacted by receiving a benefit from permanently deductible items.

The following table summarizes the assets and liabilities of the CMDS business that are classified as held for sale on the consolidated balance sheets as of June 24, 2016 and September 25, 2015:

	June 24, 2016	September 25, 2015
<b>Carrying amounts of major classes of assets included as part of discontinued operations</b>		
Accounts receivable	\$ —	\$ 68.5
Inventories	—	86.3
Property, plant and equipment, net	—	60.3
Intangible assets, net	—	27.7
Other current and non-current assets	—	57.1
<b>Total assets classified as held for sale in the balance sheet</b>	<b>\$ —</b>	<b>\$ 299.9</b>
<b>Carrying amounts of major classes of liabilities included as part of discontinued operations</b>		
Accounts payable	\$ —	\$ 22.0
Other current and non-current liabilities	—	50.8
<b>Total liabilities classified as held for sale in the balance sheet</b>	<b>\$ —</b>	<b>\$ 72.8</b>

The following table summarizes significant cash and non-cash transactions of the CMDS business that are included within the consolidated statements of cash flows for the respective periods:

	Nine Months Ended	
	June 24, 2016	June 26, 2015
Depreciation	\$ —	\$ 8.7
Amortization	—	2.0
Capital expenditures	1.6	5.4

All other notes to the consolidated financial statements that were impacted by this discontinued operation have been reclassified accordingly.

*Mallinckrodt Baker:* During fiscal 2010, the Specialty Chemicals business (formerly known as "Mallinckrodt Baker") was sold because its products and customer base were not aligned with the Company's long-term strategic objectives. This business met the discontinued operations criteria and, accordingly, was included in discontinued operations for all periods presented. During the three months ended June 24, 2016 and June 26, 2015 the Company recorded gains, net of tax, of \$1.9 million and \$0.5 million, respectively. During the nine months ended June 24, 2016 and June 26, 2015, the Company recorded gains, net of tax, of \$2.0 million and \$0.9 million, respectively. These gains were primarily related to the indemnification obligations to the purchaser, which are discussed in Note 15.

*Other:* The Company previously accrued a liability, to the purchaser of a certain legal entity, to indemnify them for tax obligations that may have arisen should the tax basis of certain assets they acquired not be recognized. The Company believes that, under the terms of the agreement between the parties, this indemnification obligation has expired. As such, the Company eliminated this liability and recorded a \$22.5 million benefit, during fiscal 2015, in discontinued operations within the consolidated and combined statement of income.

#### 4. Acquisitions and License Agreements

##### Business Acquisitions

###### *Hemostasis Products*

On February 1, 2016, the Company acquired three commercial stage topical hemostasis drugs from The Medicines Company ("the Hemostasis Acquisition") - RECOTHROM® Thrombin topical (Recombinant), PreveLeak™ Surgical Sealant, and RAPLIXA™ (Fibrin Sealant (Human)) - for upfront consideration of \$173.5 million, inclusive of existing inventory, and contingent sales-based milestone payments that could result in up to \$395.0 million of additional consideration. The fair value of the contingent consideration and acquired contingent liabilities associated with the transaction were \$52.0 million and \$10.6 million, respectively, at February 1, 2016. The Hemostasis Acquisition was funded through cash on hand.

###### *Therakos, Inc.*

On September 25, 2015, the Company acquired Therakos, Inc. ("Therakos") through acquisition of all outstanding common stock of TGG Medical Solutions, Inc., the parent holding company of Therakos, in a transaction valued at approximately \$1.3 billion, net of cash acquired ("the Therakos Acquisition"). Consideration for the transaction consisted of approximately \$1.0 billion in cash paid to TGG Medical Solutions, Inc. shareholders and the assumption of approximately \$0.3 billion of Therakos third-party debt, which was repaid in conjunction with the Therakos Acquisition. The acquisition and repayment of debt was funded through the issuance of \$750.0 million aggregate principal amount of senior unsecured notes, a \$500.0 million borrowing under the Company's revolving credit facility and cash on hand. Therakos' primary immunotherapy products relate to the administering of extracorporeal photopheresis therapies through its UVAR XTS® and Cellex™ Photopheresis Systems.

## ***Ikaria, Inc.***

On April 16, 2015, the Company acquired Ikaria, Inc. ("Ikaria") through acquisition of all outstanding common stock of Compound Holdings II, Inc., the parent holding company of Ikaria, in a transaction valued at approximately \$2.3 billion, net of cash acquired ("the Ikaria Acquisition"). Consideration for the transaction consisted of approximately \$1.2 billion in cash paid to Compound Holdings II, Inc. shareholders and the assumption of approximately \$1.1 billion of Ikaria third-party debt, which was repaid in conjunction with the Ikaria Acquisition. The acquisition and immediate repayment of debt was funded through the issuance of \$1.4 billion aggregate principal amount of senior unsecured notes, a \$240.0 million borrowing under the Company's revolving credit facility, and cash on hand. Ikaria's primary product is INOMAX<sup>®</sup> (nitric oxide) gas for inhalation ("Inomax"), a vital treatment option used for neonatal critical care.

### ***Fair Value Allocation***

The following amounts represent the final allocations of the fair value of the identifiable assets acquired and liabilities assumed for the Ikaria Acquisition and the preliminary allocations of the fair value of the identifiable assets acquired and liabilities assumed from the Therakos Acquisition and the Hemostasis Acquisition. The Company expects to complete its valuation analysis and finalize deferred tax balances as of the acquisition date no later than twelve months from the date of the respective acquisitions. The changes in the purchase price allocation and preliminary goodwill based on the final valuation may include, but are not limited to, finalization of working capital settlements, the impact of U.S. state tax rates in determining the deferred tax balances and changes in assumptions utilized in the preliminary valuation report.

	<b>Hemostasis Products</b>	<b>Therakos</b>	<b>Ikaria</b>
Cash and cash equivalents	\$ 3.3	\$ 41.3	\$ 77.3
Inventory	94.6	23.5	26.3
Intangible assets	132.7	1,170.0	1,971.0
Goodwill	0.3	430.4	795.0
Other assets, current and non-current <sup>(1)</sup>	7.9	42.1	174.3
<b>Total assets acquired</b>	<b>238.8</b>	<b>1,707.3</b>	<b>3,043.9</b>
Current liabilities	7.4	24.7	33.0
Other liabilities (non-current)	10.6	0.6	15.8
Deferred tax liabilities, net (non-current)	(4.7)	318.1	620.5
Contingent consideration	52.0	—	—
<b>Total debt</b>	<b>—</b>	<b>344.8</b>	<b>1,121.0</b>
<b>Total liabilities assumed</b>	<b>65.3</b>	<b>688.2</b>	<b>1,790.3</b>
<b>Net assets acquired</b>	<b>\$ 173.5</b>	<b>\$ 1,019.1</b>	<b>\$ 1,253.6</b>

(1) This amount includes zero, \$22.0 million and \$73.8 million, of accounts receivable for the Hemostasis Acquisition, Therakos Acquisition and the Ikaria Acquisition, respectively, which is also the gross contractual value.

The following is a reconciliation of the total consideration to net assets acquired:

	<b>Hemostasis Products</b>	<b>Therakos</b>	<b>Ikaria</b>
Total consideration, net of cash	\$ 222.2	\$ 977.8	\$ 1,176.3
Plus: cash assumed in acquisition	3.3	41.3	77.3
<b>Total consideration</b>	<b>225.5</b>	<b>1,019.1</b>	<b>1,253.6</b>
Less: contingent consideration	(52.0)	—	—
<b>Net assets acquired</b>	<b>\$ 173.5</b>	<b>\$ 1,019.1</b>	<b>\$ 1,253.6</b>

Intangible assets acquired consist of the following:

<b><i>Hemostasis Products</i></b>	<b>Amount</b>	<b>Amortization Period</b>
Raplixa - Completed technology	\$ 73.0	15 years
Recothrom - Completed technology	42.7	13 years
PreveLeak - Completed technology	17.0	13 years
	<b>\$ 132.7</b>	

The completed technology intangible assets relate to each of the acquired drugs. The fair value of the intangible assets were determined using the income approach, which is a valuation technique that provides an estimate of fair value of the assets based on the market participant expectations of cash flows the asset would generate. The cash flows were discounted commensurate with the level of risk associated with each asset or its projected cash flows. The completed technology intangible assets utilized a discount rate of 17.0%, 16.0% and 17.0% for Raplix, Recothrom and PreveLeak, respectively. All assets acquired are included within the Company's Specialty Brands segment.

<i>Therakos</i>	<b>Amount</b>	<b>Amortization Period</b>
Completed technology	\$ 1,170.0	15 years

The completed technology intangible asset relates to extracorporeal photopheresis treatment therapies. The fair value of the intangible asset was determined using the income approach. The cash flows were discounted commensurate with the level of risk associated with the asset or its projected cash flows. The completed technology intangible asset utilized a discount rate of 17.0%. Based on the Company's preliminary estimate, the excess of purchase price over net tangible and intangible assets acquired resulted in goodwill, which represents the assembled workforce, future product and device development, anticipated synergies and the tax status of the transaction. The goodwill is not deductible for U.S. income tax purposes. All assets acquired are included within the Company's Specialty Brands segment.

<i>Ikaria</i>	<b>Amount</b>	<b>Amortization Period</b>
Completed technology	\$ 1,820.0	15 years
Trademark	70.0	22 years
In-process research and development - terlipressin	81.0	Non-Amortizable
	<u>\$ 1,971.0</u>	

The completed technology and trademark intangible assets relate to Inomax. The fair values of the intangible assets were determined using the income approach. The cash flows were discounted at various discount rates commensurate with the level of risk associated with each asset or their projected cash flows. Completed technology, trademark and in-process research and development ("IPR&D") terlipressin intangibles utilized discount rates of 14.5%, 14.5%, and 17.0%, respectively. The IPR&D discount rate, for terlipressin, was developed after assigning a probability of success to achieving the projected cash flows based on the current stage of development, inherent uncertainty in the FDA approval process and risks associated with commercialization of a new product. The excess of purchase price over net tangible and intangible assets acquired resulted in goodwill, which represents the assembled workforce, future product and device development, anticipated synergies and the tax status of the transaction. The goodwill is not deductible for U.S. income tax purposes. All assets acquired are included within the Company's Specialty Brands segment.

### **Financial Results**

The amount of net sales and earnings included in the Company's results for the periods presented were as follows:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>June 24, 2016</b>	<b>June 26, 2015</b>	<b>June 24, 2016</b>	<b>June 26, 2015</b>
<b>Net sales</b>				
Therakos	\$ 52.5	\$ —	\$ 153.1	\$ —
Ikaria	126.8	84.8	361.1	84.8
	<u>\$ 179.3</u>	<u>\$ 84.8</u>	<u>\$ 514.2</u>	<u>\$ 84.8</u>
<b>Operating income</b>				
Therakos	\$ 11.0	\$ —	\$ 4.1	\$ —
Ikaria	56.7	13.7	148.1	13.7
	<u>\$ 67.7</u>	<u>\$ 13.7</u>	<u>\$ 152.2</u>	<u>\$ 13.7</u>

The Hemostasis Acquisition was not material to the Company's consolidated results of operations for the periods presented and therefore disclosures for this acquisition have not been provided in the above table.

The amount of amortization on acquired intangible assets included within operating income for the periods presented was as follows:

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
<b>Intangible asset amortization</b>				
Therakos	\$ 19.5	\$ —	\$ 58.5	\$ —
Ikaria	31.1	25.9	93.4	25.9
	<u>\$ 50.6</u>	<u>\$ 25.9</u>	<u>\$ 151.9</u>	<u>\$ 25.9</u>

The amount of acquisition-related costs included within operating income for the periods presented was as follows:

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
<b>Acquisition-related costs</b>				
Hemostasis products	\$ 0.1	\$ —	\$ 2.6	\$ —
Therakos	—	—	0.3	—
Ikaria	—	23.5	0.2	30.6
	<u>\$ 0.1</u>	<u>\$ 23.5</u>	<u>\$ 3.1</u>	<u>\$ 30.6</u>

During the three months ended June 24, 2016 and June 26, 2015, the Company recognized \$2.6 million and \$4.0 million, respectively, of expense primarily associated with fair value adjustments of acquired inventory. During the nine months ended June 24, 2016 and June 26, 2015, the Company recognized \$20.9 million and \$39.2 million, respectively, of expense primarily associated with fair value adjustments of acquired inventory.

#### **Unaudited Pro Forma Financial Information**

The following unaudited pro forma financial information presents a summary of the combined results of operations for the periods indicated as if the acquisition of Questcor Pharmaceuticals, Inc. ("Questcor") had been completed as of September 29, 2012 and the Ikaria Acquisition and Therakos Acquisition as of September 28, 2013. The Hemostasis Acquisition was not material to the Company's consolidated financial statements and thus the effect of this acquisition is not included in the pro forma financial information presented below.

The pro forma financial information is based on the historical financial information for the Company, Questcor, Ikaria and Therakos, along with certain pro forma adjustments. These pro forma adjustments consist primarily of:

- non-recurring costs related to the step-up in fair value of acquired inventory and transaction costs related to the acquisitions;
- increased amortization expense related to the intangible assets acquired in the acquisitions;
- increased interest expense to reflect the fixed-rate notes entered into in connection with the Therakos Acquisition (utilizing the interest rate of 5.625%), the fixed-rate notes entered into in connection with the Ikaria Acquisition (utilizing the interest rates of 4.875% and 5.50%) and the borrowings under the variable-rate revolving credit facility (utilizing the interest in effect at the acquisition date of 2.58%), including interest and amortization of deferred financing costs and original issue discount; and
- the related income tax effects.

The following unaudited pro forma financial information has been prepared for comparative purposes only and is not necessarily indicative of the results of operations as they would have been had the acquisitions occurred on the assumed dates, nor is it necessarily an indication of future operating results. In addition, the unaudited pro forma financial information does not reflect the cost of any integration activities, benefits from any synergies that may be derived from the acquisitions or net sales growth that may be anticipated.

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Net sales	\$ 970.6	\$ 940.4	\$ 2,803.4	\$ 2,827.3
Income from continuing operations	195.7	76.2	442.2	256.9
Basic earnings per share from continuing operations	\$ 1.80	\$ 0.66	\$ 3.96	\$ 2.22
Diluted earnings per share from continuing operations	1.79	0.65	3.93	2.19

## 5. Restructuring and Related Charges

During fiscal 2013, the Company launched a restructuring program designed to improve its cost structure ("the 2013 Mallinckrodt Program"). The 2013 Mallinckrodt Program includes actions across all segments, as well as within corporate functions. The Company expected to incur charges of \$100.0 million to \$125.0 million under this program as the specific actions required to execute on these initiatives are identified and approved. As of June 24, 2016, the Company has substantially completed the 2013 Mallinckrodt Program. In addition to the 2013 Mallinckrodt Program, the Company has taken restructuring actions to generate synergies from its acquisitions.

Net restructuring and related charges within continuing operations by segment are as follows:

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Specialty Brands	\$ 8.8	\$ 20.2	\$ 18.4	\$ 35.3
Specialty Generics	1.0	0.5	2.7	3.2
Nuclear Imaging	0.1	0.2	2.6	(7.1)
Corporate	5.4	1.8	8.4	2.2
Restructuring and related charges, net	15.3	22.7	32.1	33.6
Less: accelerated depreciation	(1.2)	—	(3.0)	(0.2)
Restructuring charges, net	<u>\$ 14.1</u>	<u>\$ 22.7</u>	<u>\$ 29.1</u>	<u>\$ 33.4</u>

Net restructuring and related charges by program within continuing operations are comprised of the following:

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
2013 Mallinckrodt Program	\$ 14.4	\$ 3.3	\$ 28.5	\$ 1.1
Acquisitions	0.9	19.7	3.6	32.8
Other	—	(0.3)	—	(0.3)
Total	15.3	22.7	32.1	33.6
Less: non-cash charges, including accelerated share-based compensation expense	(1.2)	(1.5)	(3.0)	(9.4)
Total charges expected to be settled in cash	<u>\$ 14.1</u>	<u>\$ 21.2</u>	<u>\$ 29.1</u>	<u>\$ 24.2</u>

Non-cash charges during the three and nine months ended June 26, 2015 included \$1.5 million and \$9.2 million of accelerated share-based compensation expense related to employee terminations, primarily associated with the acquisition of Questcor. No similar charges occurred during the three and nine months ended June 24, 2016.

The following table summarizes cash activity for restructuring reserves, substantially all of which are related to employee severance and benefits:

	2013 Mallinckrodt Program	Acquisitions	Total
Balance at September 25, 2015	\$ 8.0	\$ 10.0	\$ 18.0
Charges	26.3	4.7	31.0
Changes in estimate	(0.8)	(1.1)	(1.9)
Cash payments	(11.9)	(11.7)	(23.6)
Reclassifications <sup>(1)</sup>	(1.2)	—	(1.2)
Balance at June 24, 2016	<u>\$ 20.4</u>	<u>\$ 1.9</u>	<u>\$ 22.3</u>

(1) Represents the reclassification of pension and other postretirement benefits from restructuring reserves to pension and postretirement obligations.

Net restructuring and related charges, including associated asset impairments, incurred cumulative-to-date related to the 2013 Mallinckrodt Program were as follows:

	2013 Mallinckrodt Program
Specialty Brands	\$ 18.8
Specialty Generics	18.3
Nuclear Imaging (including CMDS)	69.9
Corporate	18.4
	<u>\$ 125.4</u>

Substantially all of the restructuring reserves were included in accrued and other current liabilities on the Company's unaudited condensed consolidated balance sheets.

## 6. Income Taxes

The Company recognized an income tax benefit of \$89.3 million and \$1.2 million on income from continuing operations before income taxes of \$106.4 million and \$54.4 million for the three months ended June 24, 2016 and June 26, 2015, respectively. This resulted in effective tax rates of negative 83.9% and negative 2.2% for the three months ended June 24, 2016 and June 26, 2015, respectively. The Company recognized income tax benefits of \$175.0 million and \$45.6 million on income from continuing operations before income taxes of \$256.9 million and \$172.6 million for the nine months ended June 24, 2016 and June 26, 2015, respectively. This resulted in effective tax rates of negative 68.1% and negative 26.4% for the nine months ended June 24, 2016 and June 26, 2015, respectively.

The effective tax rate for the three months ended June 24, 2016, as compared with the three months ended June 26, 2015 decreased by 81.7 percentage points. Included within this net decrease was a 21.0 percentage point decrease attributable to differing levels of income from continuing operations before taxes for the three months ended June 24, 2016 as compared with the three months ended June 26, 2015. Also within this decrease was a 25.8 percentage point decrease related to the tax benefit of a U.K. tax credit on a dividend between affiliates, which occurred within the three months ended June 24, 2016, and a 12.4 percentage point decrease attributable to the recognition of previously unrecognized tax benefits. The remaining 22.5 percentage point net decrease was predominately due to recent acquisitions which resulted in more income in lower tax rate jurisdictions and less income in the higher tax rate U.S. jurisdiction relative to income in all jurisdictions. The change in the lower tax rate jurisdictions was primarily attributable to increased operating income partially offset by amortization. The change in the U.S. jurisdiction was primarily attributable to increased amortization and the cost of financing recent acquisitions. Of this 22.5 percentage point decrease to the tax rate, 16.0 percentage points can be attributed to the change in operating income and 6.5 percentage points related to changes in acquisition financing and amortization, as well as other non-acquisition related items.

The effective tax rate for the nine months ended June 24, 2016, as compared with the nine months ended June 26, 2015 decreased by 41.7 percentage points. Included within this net decrease was an 11.0 percentage point decrease attributable to differing levels of income from continuing operations before taxes for the nine months ended June 24, 2016 as compared with the nine months ended June 26, 2015. Also within this decrease was a 10.7 percentage point decrease related to the tax benefit of a U.K. tax credit on a dividend between affiliates, which occurred within the nine months ended June 24, 2016, and a 2.5 percentage point decrease attributable to the recognition of previously unrecognized tax benefits. The remaining 17.5 percentage point net decrease was



predominately due to recent acquisitions, which resulted in more income in lower tax rate jurisdictions and less income in the higher tax rate U.S. jurisdiction relative to income in all jurisdictions. The change in the lower tax rate jurisdictions was primarily attributable to increased operating income partially offset by amortization. The change in the U.S. jurisdiction was primarily attributable to increased amortization and the cost of financing recent acquisitions. Of this 17.5 percentage point decrease to the tax rate, 10.8 percentage points can be attributed to the change in operating income and 6.7 percentage points related to changes in acquisition financing and amortization, as well as other non-acquisition related items.

As a part of the Ikaria integration, the Company entered into an internal installment sale transaction during the three months ended December 25, 2015. The Ikaria internal installment sale transaction resulted in a decrease of \$537.6 million to the deferred tax liability associated with the Inomax and terlipressin intangible assets, a \$521.9 million increase to the deferred tax liability associated with an installment sale note receivable, a \$42.8 million increase to the current income tax liability, a \$26.0 million increase to deferred tax charges and a \$1.1 million increase to prepaid taxes.

As part of the Therakos integration, the Company entered into an internal installment sale transaction during the three months ended December 25, 2015. The Therakos internal installment sale transaction resulted in a decrease of \$268.5 million to the deferred tax liability associated with the Cellex and XTS intangible assets, a \$251.5 million increase to the deferred tax liability associated with an installment sale note receivable, a \$17.3 million increase to the current income tax liability and a \$0.3 million increase to prepaid taxes.

The Hemostasis Acquisition resulted in a net deferred tax asset increase of \$0.9 million. Significant components of this increase include \$26.1 million of deferred tax assets associated with net operating losses partially offset by \$21.1 million of deferred tax liabilities associated with intangibles and \$3.8 million associated with inventory.

During the nine months ended June 24, 2016, the Company recognized an income tax benefit of \$2.9 million associated with the CMDS business, as discussed in Note 3, in discontinued operations within the unaudited condensed consolidated statement of income. As a result of the sale, the Company recognized a deferred tax asset for non-U.K. net operating losses of \$29.5 million and a corresponding valuation allowance, which resulted in no net impact on income tax expense or benefit.

The Company's unrecognized tax benefits, excluding interest, totaled \$117.8 million at June 24, 2016 and \$89.2 million at September 25, 2015. The net increase of \$28.6 million primarily resulted from a net increase to current year positions of \$43.7 million, which was partially offset by decreases from settlements of \$2.4 million, net decreases to prior period tax positions of \$10.9 million, and a decrease from a lapse of statute of limitations of \$1.8 million. The increase to current year positions of \$43.7 million is predominately related to the recharacterization of existing non-current deferred tax liabilities as unrecognized tax benefits. This recharacterization did not impact the effective tax rate within the period. If favorably settled, \$116.1 million of unrecognized tax benefits at June 24, 2016 would favorably impact the effective tax rate. The total amount of accrued interest related to these obligations was \$21.6 million at June 24, 2016 and \$41.7 million at September 25, 2015.

On January 19, 2016, Tyco International plc ("Tyco International") announced it had entered into Stipulations of Settled Issues with the IRS to resolve certain disputes before the U.S. Tax Court. The disputes involved IRS audits of Tyco International for years in which companies that are now subsidiaries of Mallinckrodt were subsidiaries of Tyco International. On May 31, 2016, the U.S. Tax Court entered decisions consistent with the Stipulations of Settled Issues. As a result, all aspects of the disputes that were before the U.S. Tax court and Appeals Division of the IRS have been resolved for audit cycles from 1997-2007. Mallinckrodt is not a participant in the tax sharing agreement between Medtronic plc (as successor to Covidien plc), Tyco International and TE Connectivity and will not share in or be responsible for any payments to be made under the terms of the settlement.

It is reasonably possible that within the next twelve months, as a result of the resolution of various domestic and international examinations, appeals and litigation, additions related to prior period tax positions and the expiration of various statutes of limitation, that the unrecognized tax benefits will decrease by up to \$31.0 million and the amount of related interest and penalties will decrease by up to \$20.1 million. Included within such amounts are releases indirectly associated with the final settlement of the Tyco-controlled debt litigation.

On April 1, 2016, the Company realized a tax benefit of \$27.4 million resulting from a U.K. tax credit on a dividend between affiliates. The related tax receivable is recorded within prepaid expenses and other current assets on the condensed consolidated balance sheet.

## 7. Earnings per Share

In fiscal 2015, basic and diluted earnings per share were computed using the two-class method. The two-class method is an earnings allocation that determines earnings per share for each class of common stock and participating securities according to dividends declared and participation rights in undistributed earnings. The Company's restricted stock awards, issued in conjunction with the acquisition of Questcor in August 2014, were considered participating securities as holders were entitled to receive non-forfeitable dividends during the vesting term. Diluted earnings per share includes securities that could potentially dilute basic earnings per share during a reporting period, for which the Company includes all share-based compensation awards other than participating securities. Dilutive securities, including participating securities, are not included in the computation of loss per share when the Company reports a net loss from continuing operations as the impact would be anti-dilutive.

In fiscal 2016, following the September 2015 vesting of substantially all restricted stock issued in conjunction with the acquisition of Questcor, the Company utilized the treasury stock method in calculating diluted earnings per share. Basic earnings per share were computed by dividing net income by the number of weighted-average shares outstanding during the period. Diluted earnings per share were computed using the weighted-average shares outstanding and, if dilutive, potential ordinary shares outstanding during the period.

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
<b>Earnings per share numerator:</b>				
Income from continuing operations attributable to common shareholders before allocation of earnings to participating securities	\$ 195.7	\$ 55.6	\$ 431.9	\$ 218.2
Less: earnings allocated to participating securities	—	0.4	—	2.0
Income from continuing operations attributable to common shareholders, after earnings allocated to participating securities	195.7	55.2	431.9	216.2
Income from discontinued operations	3.6	2.4	96.8	31.3
Less: earnings from discontinued operations allocated to participating securities	—	—	—	0.3
Income from discontinued operations attributable to common shareholders, after allocation of earnings to participating securities	3.6	2.4	96.8	31.0
Net income attributable to common shareholders, after allocation of earnings to participating securities	\$ 199.3	\$ 57.6	\$ 528.7	\$ 247.2
<b>Earnings per share denominator:</b>				
Weighted-average shares outstanding - basic	108.6	116.3	111.7	115.5
Impact of dilutive securities	0.8	1.5	0.9	1.6
Weighted-average shares outstanding - diluted	109.4	117.8	112.6	117.1
<b>Basic earnings per share attributable to common shareholders</b>				
Income from continuing operations	\$ 1.80	\$ 0.47	\$ 3.87	\$ 1.87
Income from discontinued operations	0.03	0.02	0.87	0.27
Net income attributable to common shareholders	\$ 1.84	\$ 0.50	\$ 4.73	\$ 2.14
<b>Diluted earnings per share attributable to common shareholders</b>				
Income from continuing operations	\$ 1.79	\$ 0.47	\$ 3.84	\$ 1.85
Income from discontinued operations	0.03	0.02	0.86	0.26
Net income attributable to common shareholders	\$ 1.82	\$ 0.49	\$ 4.70	\$ 2.11

The computation of diluted earnings per share for the three and nine months ended June 24, 2016 excludes approximately 1.5 million and 1.4 million, respectively, of equity awards because the effect would have been anti-dilutive. There were no anti-dilutive equity awards excluded from the computation of diluted earnings per share for the three and nine months ended June 26, 2015.

## 8. Inventories

Inventories were comprised of the following at the end of each period:

	June 24, 2016	September 25, 2015
Raw materials and supplies	\$ 77.8	\$ 66.3
Work in process	192.9	124.2
Finished goods	87.0	91.3
	\$ 357.7	\$ 281.8

## 9. Property, Plant and Equipment

The gross carrying amount and accumulated depreciation of property, plant and equipment at the end of each period was as follows:

	June 24, 2016	September 25, 2015
Property, plant and equipment, gross	\$ 1,957.9	\$ 1,870.6
Less: accumulated depreciation	(945.9)	(879.3)
Property, plant and equipment, net	<u>\$ 1,012.0</u>	<u>\$ 991.3</u>

Depreciation expense for property, plant and equipment was \$33.3 million and \$27.6 million during the three months ended June 24, 2016 and June 26, 2015, respectively. Depreciation expense for property, plant and equipment was \$100.5 million and \$73.8 million during the nine months ended June 24, 2016 and June 26, 2015, respectively.

## 10. Goodwill and Intangible Assets

The gross carrying amount and accumulated impairment of goodwill by segment at the end of each period were as follows:

	June 24, 2016		September 25, 2015	
	Gross Carrying Amount	Accumulated Impairment	Gross Carrying Amount	Accumulated Impairment
Specialty Brands	\$ 3,438.5	\$ —	\$ 3,442.4	\$ —
Specialty Generics	207.0	—	207.0	—
Nuclear Imaging	119.5	(119.5)	119.5	(119.5)
Total	<u>\$ 3,765.0</u>	<u>\$ (119.5)</u>	<u>\$ 3,768.9</u>	<u>\$ (119.5)</u>

During the nine months ended June 24, 2016, the gross carrying value of goodwill within the Specialty Brands segment decreased by \$3.9 million. The decrease was primarily attributable to a favorable working capital settlement and changes in tax balances in the Therakos Acquisition purchase price allocation, which decreased \$6.2 million. These factors were partially offset by an increase of \$2.8 million from the Ikaria Acquisition and goodwill from the Hemostasis Acquisition.

The gross carrying amount and accumulated amortization of intangible assets at the end of each period were as follows:

	June 24, 2016		September 25, 2015	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
<b>Amortizable:</b>				
Completed technology	\$ 10,028.8	\$ 1,275.4	\$ 9,896.0	\$ 765.8
Licenses	185.1	109.2	185.1	99.8
Customer relationships	28.8	7.1	28.1	4.4
Trademarks	82.2	9.0	82.1	6.2
Other	6.7	6.7	6.7	6.7
Total	<u>\$ 10,331.6</u>	<u>\$ 1,407.4</u>	<u>\$ 10,198.0</u>	<u>\$ 882.9</u>
<b>Non-Amortizable:</b>				
Trademarks	\$ 35.0		\$ 35.0	
In-process research and development	299.3		316.2	
Total	<u>\$ 334.3</u>		<u>\$ 351.2</u>	

During the nine months ended June 24, 2016, the Company recorded impairment charges totaling \$16.9 million related to certain Specialty Brands in-process research and development intangible assets acquired as part of the CNS Therapeutics acquisition in fiscal 2013. The valuation method used to approximate fair value was based on the estimated discounted cash flows for the respective asset, and the impairment charges resulted from delays in anticipated FDA approval, higher than expected development costs and lower than previously anticipated commercial opportunities.

Intangible asset amortization expense within continuing operations was \$175.8 million and \$149.0 million during the three months ended June 24, 2016 and June 26, 2015, respectively. Intangible asset amortization expense within continuing operations was \$524.2 million and \$396.7 million during the nine months ended June 24, 2016 and June 26, 2015, respectively. The estimated aggregate amortization expense on intangible assets owned by the Company is expected to be as follows:

Remainder of fiscal 2016	\$	175.7
Fiscal 2017		701.4
Fiscal 2018		692.4
Fiscal 2019		692.1
Fiscal 2020		691.9

## 11. Debt

Debt was comprised of the following at the end of each period:

	June 24, 2016		September 25, 2015	
	Principal	Unamortized Discount and Debt Issuance Costs	Principal	Unamortized Discount and Debt Issuance Costs
Current maturities of long-term debt:				
Term loan due March 2021	\$ 20.0	\$ 0.4	\$ 20.0	\$ —
4.00% term loan due February 2022	1.1	—	1.0	—
Capital lease obligation and vendor financing agreements	1.0	—	1.3	—
Total current debt	22.1	0.4	22.3	—
Long-term debt:				
Variable-rate receivable securitization	235.0	0.6	153.0	0.8
3.50% notes due April 2018	300.0	1.2	300.0	1.7
4.875% notes due April 2020	700.0	9.4	700.0	11.3
Term loan due March 2021	1,943.5	37.5	1,958.5	44.1
4.00% term loan due February 2022	6.3	—	6.9	—
9.50% debentures due May 2022	10.4	—	10.4	—
5.75% notes due August 2022	884.0	12.6	900.0	14.4
8.00% debentures due March 2023	4.4	0.1	4.4	—
4.75% notes due April 2023	600.0	6.5	600.0	7.1
5.625% notes due October 2023	740.0	12.2	750.0	13.7
5.50% notes due April 2025	700.0	10.9	700.0	11.9
Revolving credit facility	250.0	3.9	500.0	4.9
Capital lease obligation and vendor financing agreements	0.3	—	1.0	—
Total long-term debt	6,373.9	94.9	6,584.2	109.9
Total debt	\$ 6,396.0	\$ 95.3	\$ 6,606.5	\$ 109.9

The Company's debt instruments are further described within the Notes to the Financial Statements included within the Company's Annual Report filed on Form 10-K for the fiscal year ended September 25, 2015.

As of June 24, 2016, the applicable interest rate on outstanding borrowings under the Company's revolving credit facility was approximately 2.91%, and there were \$250.0 million outstanding borrowings. As of June 24, 2016, the applicable interest rate on outstanding borrowings under the variable-rate receivable securitization was 1.25%, and outstanding borrowings totaled \$235.0 million. At June 24, 2016, the weighted-average interest rate for the term loan due March 2021 was 3.34%, and outstanding borrowings totaled \$1,963.5 million.

As of June 24, 2016, the Company continues to be in full compliance with the provisions and covenants associated with its debt agreements.

## 12. Retirement Plans

The net periodic benefit cost for the Company's defined benefit pension plans was as follows:

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Service cost	\$ 0.9	\$ 1.2	\$ 2.9	\$ 3.6
Interest cost	4.2	4.4	12.6	13.3
Expected return on plan assets	(5.0)	(5.8)	(15.2)	(17.3)
Amortization of net actuarial loss	2.7	2.4	7.9	7.1
Amortization of prior service (credit)	(0.2)	(0.2)	(0.4)	(0.6)
Plan settlements	3.3	3.4	7.0	4.6
Net periodic benefit cost	<u>\$ 5.9</u>	<u>\$ 5.4</u>	<u>\$ 14.8</u>	<u>\$ 10.7</u>

The net periodic benefit credit for the Company's postretirement benefit plans for the three months ended June 24, 2016 and June 26, 2015 was approximately zero and \$0.5 million, respectively, and for the nine months ended June 24, 2016 and June 26, 2015 was approximately \$0.1 million and \$1.5 million, respectively.

Net periodic benefit cost (credit) for the Company's defined benefit pension plans and postretirement benefit plans was included within cost of sales; research and development; and selling, general and administrative expenses on the unaudited condensed consolidated statements of income.

### ***Pension Plan Termination***

On March 31, 2016, the Company terminated six of its previously frozen U.S. pension plans. The Company is evaluating alternatives to settle the outstanding obligations of these pension plans, and expects final settlement to occur during fiscal 2017, subject to customary regulatory approvals. The Company's ultimate settlement obligation will depend upon the nature of participant settlements and the prevailing market conditions.

### 13. Accumulated Other Comprehensive Income

The following summarizes the change in accumulated other comprehensive income for the nine months ended June 24, 2016:

	Currency Translation	Unrecognized Gain (Loss) on Derivatives	Unrecognized Gain (Loss) on Benefit Plans	Accumulated Other Comprehensive Income
Balance at September 25, 2015	\$ 60.2	\$ (6.4)	\$ (52.9)	\$ 0.9
Other comprehensive income before reclassifications	(1.1)	—	(15.5)	(16.6)
Amounts reclassified from accumulated other comprehensive income	(59.4)	0.5	8.9	(50.0)
Net current period other comprehensive income (loss)	(60.5)	0.5	(6.6)	(66.6)
Balance at June 24, 2016	\$ (0.3)	\$ (5.9)	\$ (59.5)	\$ (65.7)

The following summarizes reclassifications out of accumulated other comprehensive income for the three and nine months ended June 24, 2016:

	Amount Reclassified from Accumulated Other Comprehensive Income		Line Item in the Unaudited Condensed Consolidated Statement of Income
	Three Months Ended June 24, 2016	Nine Months Ended June 24, 2016	
Amortization of unrealized gain on derivatives	\$ 0.2	\$ 0.5	Interest expense
Income tax provision	—	—	Income tax benefit
Net of income taxes	0.2	0.5	
Amortization of pension and post-retirement benefit plans:			
Net actuarial loss	2.7	7.9	(1)
Prior service credit	(0.7)	(2.0)	(1)
Disposal of discontinued operations	—	0.8	Income from discontinued operations, net of income taxes
Plan settlements	3.3	7.0	(1)
Total before tax	5.3	13.7	
Income tax provision	(1.8)	(4.8)	Income tax benefit
Net of income taxes	3.5	8.9	
Currency translation	(0.7)	(59.4)	Income from discontinued operations, net of income taxes
Total reclassifications for the period	\$ 3.0	\$ (50.0)	

(1) These accumulated other comprehensive income components are included in the computation of net periodic benefit cost. See Note 12 for additional details.

The following summarizes the change in accumulated other comprehensive income for the nine months ended June 26, 2015:

	Currency Translation	Unrecognized Gain (Loss) on Derivatives	Unrecognized Gain (Loss) on Benefit Plans	Accumulated Other Comprehensive Income
Balance at September 26, 2014	\$ 131.0	\$ (6.8)	\$ (58.5)	\$ 65.7
Other comprehensive income before reclassifications	(53.8)	—	0.3	(53.5)
Amounts reclassified from accumulated other comprehensive income	—	0.4	5.1	5.5
Net current period other comprehensive income (loss)	(53.8)	0.4	5.4	(48.0)
Balance at June 26, 2015	<u>\$ 77.2</u>	<u>\$ (6.4)</u>	<u>\$ (53.1)</u>	<u>\$ 17.7</u>

The following summarizes reclassifications out of accumulated other comprehensive income for the three and nine months ended June 26, 2015:

	Amount Reclassified from Accumulated Other Comprehensive Income		Line Item in the Unaudited Condensed Consolidated Statement of Income
	Three Months Ended June 26, 2015	Nine Months Ended June 26, 2015	
Amortization of unrealized gain on derivatives	\$ 0.2	\$ 0.5	Interest expense
Income tax provision	—	(0.1)	Income tax benefit
Net of income taxes	0.2	0.4	
Amortization of pension and post-retirement benefit plans:			
Net actuarial loss	2.4	7.1 <sup>(1)</sup>	
Prior service credit	(1.2)	(3.5) <sup>(1)</sup>	
Plan settlements	3.4	4.6	
Total before tax	4.6	8.2	
Income tax provision	(1.7)	(3.1)	Income tax benefit
Net of income taxes	2.9	5.1	
Total reclassifications for the period	<u>\$ 3.1</u>	<u>\$ 5.5</u>	

(1) These accumulated other comprehensive income components are included in the computation of net periodic benefit cost. See Note 12 for additional details.

## 14. Equity

### Share Repurchases

On November 19, 2015, our Board of Directors authorized a \$500.0 million share repurchase program (the “November 2015 Program”). The November 2015 Program commenced after the \$300.0 million share repurchase program authorized by our Board of Directors on January 23, 2015 (the “January 2015 Program”) was completed in the first fiscal quarter of 2016. On March 16, 2016, our Board of Directors authorized an additional \$350.0 million share repurchase program (the “March 2016 Program”) which will commence upon the completion of the November 2015 Program. These programs have no time limit or expiration date, and the Company currently expects to fully utilize each program.

	March 2016 Repurchase Program		November 2015 Repurchase Program		January 2015 Repurchase Program	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Authorized repurchase amount		\$ 350.0		\$ 500.0		\$ 300.0
Repurchases:						
Fiscal 2015	—	—	—	—	823,592	75.0
Fiscal 2016	—	—	5,831,158	375.3	3,199,279	225.0
Remaining amount available		<u>\$ 350.0</u>		<u>\$ 124.7</u>		<u>\$ —</u>

The Company also repurchases shares from employees in order to satisfy employee tax withholding requirements in connection with the vesting of restricted shares. In addition, the Company repurchases shares to settle certain option exercises.

## **15. Guarantees**

In disposing of assets or businesses, the Company has historically provided representations, warranties and indemnities to cover various risks and liabilities, including unknown damage to the assets, environmental risks involved in the sale of real estate, liability to investigate and remediate environmental contamination at waste disposal sites and manufacturing facilities, and unidentified tax liabilities related to periods prior to disposition. The Company assesses the probability of potential liabilities related to such representations, warranties and indemnities and adjusts potential liabilities as a result of changes in facts and circumstances. The Company believes, given the information currently available, that their ultimate resolutions will not have a material adverse effect on its financial condition, results of operations and cash flows.

In connection with the sale of Mallinckrodt Baker in fiscal 2010, the Company agreed to indemnify the purchaser with respect to various matters, including certain environmental, health, safety, tax and other matters. The indemnification obligations relating to certain environmental, health and safety matters have a term of 17 years from the sale, while some of the other indemnification obligations have an indefinite term. The amount of the liability relating to all of these indemnification obligations included in other liabilities on the Company's unaudited condensed consolidated balance sheets as of June 24, 2016 and September 25, 2015 was \$15.8 million and \$15.7 million, respectively, of which \$13.0 million, in both periods, related to environmental, health and safety matters. The value of the environmental, health and safety indemnity was measured based on the probability-weighted present value of the costs expected to be incurred to address environmental, health and safety claims made under the indemnity. The aggregate fair value of these indemnification obligations did not differ significantly from their aggregate carrying value at June 24, 2016 and September 25, 2015. As of June 24, 2016, the maximum future payments the Company could be required to make under these indemnification obligations were \$71.0 million. The Company was required to pay \$30.0 million into an escrow account as collateral to the purchaser, of which \$19.0 million remained in other assets on the unaudited condensed consolidated balance sheets at both June 24, 2016 and September 25, 2015.

The Company has recorded liabilities for known indemnification obligations included as part of environmental liabilities, which are discussed in Note 16.

In addition, the Company is also liable for product performance; however, the Company believes, given the information currently available, that their ultimate resolutions will not have a material adverse effect on its financial condition, results of operations and cash flows.

The Company is required to provide the U.S. Nuclear Regulatory Commission financial assurance demonstrating its ability to fund the decommissioning of its Maryland Heights, Missouri radiopharmaceuticals production facility upon closure, though the Company does not intend to close this facility. The Company has provided this financial assurance in the form of a \$57.2 million surety bond. As of June 24, 2016, the Company had various other letters of credit, guarantees and surety bonds totaling \$33.1 million.

In April 2015, the Company terminated a letter of credit that guaranteed decommissioning costs associated with a former nuclear regulatory commission-licensed operation at its Saint Louis, Missouri plant and placed \$21.1 million of restricted cash on deposit with a trustee. In February 2016, following completion of the decommissioning efforts, the trustee returned the cash on deposit and it was available for general use.

In addition, the separation and distribution agreement entered into with Covidien plc ("Covidien"), as part of the Company's legal separation from Covidien, provides for cross-indemnities principally designed to place financial responsibility of the obligations and liabilities of the Company's business with the Company and financial responsibility for the obligations and liabilities of Covidien's remaining business with Covidien, among other indemnities.

## **16. Commitments and Contingencies**

The Company is subject to various legal proceedings and claims, including patent infringement claims, product liability matters, environmental matters, employment disputes, contractual disputes and other commercial disputes, including those described below. The Company believes that these legal proceedings and claims likely will be resolved over an extended period of time. Although it is not feasible to predict the outcome of these matters, the Company believes, unless indicated below, given the information currently available, that their ultimate resolutions will not have a material adverse effect on its financial condition, results of operations and cash flows.



## **Governmental Proceedings**

In November 2011 and October 2012, the Company received subpoenas from the U.S. Drug Enforcement Administration requesting production of documents relating to its suspicious order monitoring program for controlled substances. The United States Attorney's Office (the "USAO") for the Eastern District of Michigan is investigating the possibility that the Company failed to report suspicious orders of controlled substances during the period 2006-2011 in violation of the Controlled Substances Act and its related regulations. The USAO for the Northern District of New York and Office of Chief Counsel for the U.S. Drug Enforcement Administration are investigating the possibility that the Company failed to maintain appropriate records and security measures with respect to manufacturing of certain controlled substances at its Hobart facility during the period 2012-2013. While it is not possible at this time to determine with certainty the ultimate outcome of this matter, the Company believes, given the information currently available, that the ultimate resolution, after taking into account amounts already accrued, could have a material adverse effect on its financial condition, results of operations and cash flows.

In September 2012, Questcor received a subpoena from the USAO for the Eastern District of Pennsylvania for information relating to its promotional practices related to Acthar. Questcor has also been informed by the USAO for the Eastern District of Pennsylvania that the USAO for the Southern District of New York and the SEC are participating in the investigation to review Questcor's promotional practices and related matters related to Acthar. On March 9, 2015, the Company received a "No Action" letter from the SEC regarding its review of the Company's promotional practices related to Acthar.

In June 2014, Questcor received a subpoena and Civil Investigative Demand ("CID") from the Federal Trade Commission ("FTC") seeking documentary materials and information regarding the FTC's investigation into whether Questcor's acquisition of certain rights to develop, market, manufacture, distribute, sell and commercialize Synacthen Depot® from Novartis AG and Novartis Pharma AG (collectively, "Novartis") violates antitrust laws. Subsequently, a small number of states commenced similar investigations focused on whether the transaction violates state antitrust laws. The Company is not aware of any existing or pending litigation in connection with these investigations. While it is not possible at this time to determine with certainty the ultimate outcome of this matter, the Company believes, given the information currently available, that the ultimate resolution, after taking into account amounts already accrued, could have a material adverse effect on its financial condition, results of operations and cash flows.

In March 2014, the USAO for the Eastern District of Pennsylvania requested the production of documents related to an investigation of the U.S. promotion of Therakos' immunotherapy drug/device system UVADEX/UVAR XTS and UVADEX/CELLEX (collectively, the "Therakos System"), for indications not approved by the FDA, including treatment of patients with graft versus host disease ("GvHD") and solid organ transplant patients, including pediatric patients. The investigation also includes Therakos' efforts to secure FDA approval for additional uses of, and alleged quality issues relating to, UVADEX/UVAR. In August 2015, the USAO for the Eastern District of Pennsylvania sent Therakos a subsequent request for documents related to the investigation and has since made certain related requests. We are in the process of responding to those requests.

In November 2014, the Company received a CID from the Civil Medicaid Fraud Division of the Texas Attorney General's Office. According to the CID, the Attorney General's office is investigating the possibility of false reporting of information by the Company regarding the prices of certain of its drugs used by Texas Medicaid to establish reimbursement rates for pharmacies that dispensed the Company's drugs to Texas Medicaid recipients.

We have responded to or are in the process of responding to each of the subpoenas and the CIDs and we intend to cooperate fully in each such investigation.

*Mallinckrodt Inc. v. U.S. Food and Drug Administration and United States of America.* The Company filed a Complaint for Declaratory and Injunctive Relief ("the Complaint") in the U.S. District Court for the District of Maryland Greenbelt Division against the FDA and the United States of America in November 2014 for judicial review of what the Company believes is the FDA's inappropriate and unlawful reclassification of the Company's Methylphenidate HCl Extended-Release tablets USP (CII) ("Methylphenidate ER") in the Orange Book: Approved Drug Products with Therapeutic Equivalence ("Orange Book") on November 13, 2014. In its Complaint, the Company asked the court to: issue an injunction to (a) set aside the FDA's reclassification of the Company's Methylphenidate ER products from freely substitutable at the pharmacy level (class AB) to presumed to be therapeutically inequivalent (class BX) in the Orange Book and (b) prohibit the FDA from reclassifying the Company's Methylphenidate ER products in the future without following applicable legal requirements; and issue a declaratory judgment that the FDA's action reclassifying the Company's Methylphenidate ER products in the Orange Book is unlawful. The Company concurrently filed a motion with the same court requesting an expedited hearing to issue a temporary restraining order ("TRO") directing the FDA to reinstate the Orange Book AB rating for the Company's Methylphenidate ER products on a temporary basis. The court denied the Company's motion for a TRO. In December 2014, the FDA filed a motion to dismiss the Complaint with the district court. The Company filed its opposition to the motion to dismiss in January 2015, and concurrently filed a motion for summary judgment. In July 2015, the court granted the FDA's motion to dismiss with respect to three of the five counts in the Complaint and granted summary judgment in favor of the FDA with respect to the two remaining counts. The Company has appealed the court's decision to the U.S. Court of Appeals for the Fourth Circuit.

## **Patent/Antitrust Litigation**

*Tyco Healthcare Group LP, et al. v. Mutual Pharmaceutical Company, Inc.* In March 2007, the Company filed a patent infringement suit in the U.S. District Court for the District of New Jersey against Mutual Pharmaceutical Co., Inc., et al. (collectively, "Mutual") after Mutual submitted an Abbreviated New Drug Application ("ANDA") to the FDA seeking to sell a generic version of the Company's 7.5mg RESTORIL™ sleep aid product. Mutual also filed antitrust and unfair competition counterclaims. The patents at issue have since expired or been found invalid. The trial court issued an opinion and order granting the Company's motion for summary judgment regarding Mutual's antitrust and unfair competition counterclaims. Mutual appealed this decision to the U.S. Court of Appeals for the Federal Circuit and the Federal Circuit issued a split decision, affirming the trial court in part and remanding to the trial court certain counterclaims for further proceedings. The Company filed a motion for summary judgment with the U.S. District Court regarding the remanded issues. In May 2015, the trial court issued an opinion granting-in-part and denying-in-part the Company's motion for summary judgment.

*'222 and '218 Patent Litigation: InnoPharma Licensing LLC and InnoPharma, Inc.* In September 2014, Cadence and Mallinckrodt IP, subsidiaries of the Company, and Pharmatop, the owner of the two U.S. patents licensed exclusively by the Company, filed suit in the U.S. District Court for the District of Delaware against InnoPharma Licensing LLC and InnoPharma, Inc. (collectively "InnoPharma") alleging that InnoPharma infringed U.S. Patent Nos. 6,028,222 ("the '222 patent") and 6,992,218 ("the '218 patent") following receipt of an August 2014 notice from InnoPharma concerning its submission of a New Drug Application ("NDA"), containing a Paragraph IV patent certification with the FDA for a competing version of Ofirmev.

*'222 and '218 Patent Litigation: Agila Specialties Private Limited, Inc. and Agila Specialties Inc. (a Mylan Inc. Company), (collectively "Agila").* In December 2014, Cadence and Mallinckrodt IP, subsidiaries of the Company, and Pharmatop, the owner of the two U.S. patents licensed exclusively by the Company, filed suit in the U.S. District Court for the District of Delaware against Agila alleging that Agila infringed the '222 and the '218 patents following receipt of a November 2014 notice from Agila concerning its submission of a NDA containing a Paragraph IV patent certification with the FDA for a competing version of Ofirmev.

The Company has successfully asserted the '222 and '218 patents and maintained their validity in both litigation and proceedings at the U.S. Patent and Trademark Office ("USPTO"). The Company will continue to vigorously enforce its intellectual property rights relating to Ofirmev to prevent the marketing of infringing generic or competing products prior to December 6, 2020, which, if unsuccessful, could adversely affect the Company's ability to successfully maximize the value of Ofirmev and have an adverse effect on its financial condition, results of operations and cash flows.

*Inomax Patents: Inter Partes Review ("IPR") Proceedings.* In February 2015 and March 2015, the USPTO issued Notices of Filing Dates Accorded to Petitions for IPR petitions filed by Praxair Distribution, Inc. concerning ten patents covering Inomax. Patent Owner Preliminary responses for all of the IPR petitions were filed in May 2015 and June 2015.

In July 2015 the USPTO Patent Trial and Appeal Board ("PTAB") issued rulings denying the institution of four of the five IPR petitions challenging the five patents expiring in 2029. The PTAB also issued a ruling in July 2015 that instituted the IPR proceeding in the fifth of this group of patents and the PTAB ruled in July 2016 that one claim of this patent survived review and is valid while the remaining claims were unpatentable. The Company believes the valid claim describes and encompasses the manner in which Inomax is distributed in conjunction with its approved labeling and that Praxair infringes that claim. In March 2016, Praxair Distribution, Inc. submitted additional IPR petitions for the five patents expiring in 2029. Patent Owner Preliminary responses have been filed for these five additional IPR petitions and PTAB rulings on these petitions are due in September 2016.

In September 2015 the USPTO PTAB issued rulings that instituted the IPR proceedings in each of the second set of five patents that expire in 2031 and the PTAB is statutorily required to complete the IPR process on these five patents within one year.

*Inomax Patent Litigation: Praxair Distribution, Inc. and Praxair, Inc. (collectively "Praxair").* In February 2015, INO Therapeutics LLC and Ikaria, Inc., subsidiaries of the Company, filed suit in the U.S. District Court for the District of Delaware against Praxair following receipt of a January 2015 notice from Praxair concerning its submission of an ANDA containing a Paragraph IV patent certification with the FDA for a generic version of Inomax. In July 2016, the Company filed a second suit against Praxair in the U.S. District Court for the District of Delaware following receipt of a Paragraph IV notice concerning three additional patents recently added to the FDA Orange Book that was submitted by Praxair regarding its ANDA for a generic version of Inomax.

The Company intends to vigorously enforce its intellectual property rights relating to Inomax in both the IPR and Praxair litigation proceedings to prevent the marketing of infringing generic products prior to the expiration of the patents covering Inomax. An adverse outcome in either the IPRs or the Praxair litigation ultimately could result in the launch of a generic version of Inomax before the expiration of the last of the listed patents on February 19, 2034 (August 19, 2034 including pediatric exclusivity), which could adversely affect the Company's ability to successfully maximize the value of Inomax and have an adverse effect on its financial condition, results of operations and cash flows.

## **Commercial and Securities Litigation**

*Retrophin Litigation.* In January 2014, Retrophin, Inc. ("Retrophin") filed a lawsuit against Questcor in the U.S. District Court for the Central District of California, alleging a variety of federal and state antitrust violations based on Questcor's acquisition from Novartis of certain rights to develop, market, manufacture, distribute, sell and commercialize Synacthen. In June 2015, the parties entered into a binding settlement agreement, under the terms of which Retrophin agreed to dismiss the litigation with prejudice and Questcor agreed to make a one-time cash payment to Retrophin in the amount of \$15.5 million.

*Glenridge Litigation.* In June 2011, Glenridge Pharmaceuticals, LLC ("Glenridge"), filed a lawsuit against Questcor in the Superior Court of California, Santa Clara County, alleging that Questcor had underpaid royalties to Glenridge under a royalty agreement related to net sales of Acthar. In August 2012, Questcor filed a separate lawsuit against the three principals of Glenridge, as well as Glenridge, challenging the enforceability of the royalty agreement. In August 2013, the lawsuits were consolidated into one case in the Superior Court of California, Santa Clara County. In October 2014, the parties entered into a binding term sheet settling the lawsuit. Under the terms of the settlement, the royalty rate payable by Questcor was reduced, royalties were capped instead of being payable for so long as Acthar was sold and Questcor agreed to pay Glenridge a reduced amount in satisfaction of royalties Questcor had previously accrued but not paid during the course of the lawsuit. In February 2015, the settlement agreement was finalized, with terms consistent with the October 2014 term sheet.

*Putative Class Action Securities Litigation.* In September 2012, a putative class action lawsuit was filed against Questcor and certain of its officers and directors in the U.S. District Court for the Central District of California, captioned *John K. Norton v. Questcor Pharmaceuticals, et al.*, No. SACv12-1623 DMG (FMOx). The complaint purported to be brought on behalf of shareholders who purchased Questcor common stock between April 26, 2011 and September 21, 2012. The complaint generally alleged that Questcor and certain of its officers and directors engaged in various acts to artificially inflate the price of Questcor stock and enable insiders to profit through stock sales. The complaint asserted that Questcor and certain of its officers and directors violated sections 10(b) and/or 20(a) of the Securities Exchange Act of 1934, as amended ("the Exchange Act"), by making allegedly false and/or misleading statements concerning the clinical evidence to support the use of Acthar for indications other than infantile spasms, the promotion of the sale and use of Acthar in the treatment of multiple sclerosis and nephrotic syndrome, reimbursement for Acthar from third-party insurers, and Questcor's outlook and potential market growth for Acthar. The complaint sought damages in an unspecified amount and equitable relief against the defendants. This lawsuit was consolidated with four subsequently-filed actions asserting similar claims under the caption: *In re Questcor Securities Litigation*, No. CV 12-01623 DMG (FMOx). In October 2013, the District Court granted in part and denied in part Questcor's motion to dismiss the consolidated amended complaint. In October 2013, Questcor filed an answer to the consolidated amended complaint and fact discovery was concluded in January 2015. In April 2015, the parties executed a long-form settlement agreement, under the terms of which Questcor agreed to pay \$38.0 million to resolve the plaintiff's claims, inclusive of all fees and costs. Questcor and the individual defendants maintain that the plaintiffs' claims are without merit, and entered into the settlement to eliminate the uncertainties, burden and expense of further protracted litigation. During fiscal 2015, the Company established a \$38.0 million reserve for this settlement, which was subsequently paid to a settlement fund. The court issued its final approval of the settlement on September 18, 2015.

## **Pricing Litigation**

*State of Utah v. Apotex Corp., et al.* The Company, along with several other pharmaceutical companies, was a defendant in this matter which was filed in May 2008, in the Third Judicial Circuit of Salt Lake County, Utah. The State of Utah alleges, generally, that the defendants reported false pricing information in connection with certain drugs that are reimbursable under Utah Medicaid, resulting in overpayment by Utah Medicaid for those drugs, and is seeking monetary damages and attorneys' fees. The Company believes that it has meritorious defenses to these claims and vigorously defended against them. In December 2015, the parties entered into a binding settlement agreement, under the terms of which the State of Utah agreed to dismiss the litigation with prejudice and the Company agreed to make a one-time cash payment to the State of Utah within the reserve established for this matter.

## **Environmental Remediation and Litigation Proceedings**

The Company is involved in various stages of investigation and cleanup related to environmental remediation matters at a number of sites, including those described below. The ultimate cost of site cleanup and timing of future cash outlays is difficult to predict, given the uncertainties regarding the extent of the required cleanup, the interpretation of applicable laws and regulations and alternative cleanup methods. The Company concluded that, as of June 24, 2016, it was probable that it would incur remedial costs in the range of \$39.4 million to \$121.7 million. The Company also concluded that, as of June 24, 2016, the best estimate within this range was \$76.5 million, of which \$3.4 million was included in accrued and other current liabilities and the remainder was included in environmental liabilities on the unaudited condensed consolidated balance sheet at June 24, 2016. While it is not possible at this time to determine with certainty the ultimate outcome of these matters, the Company believes, given the information currently available, that the final resolution of all known claims, after taking into account amounts already accrued, will not have a material adverse effect on its financial condition, results of operations and cash flows.

*Crab Orchard National Wildlife Refuge Superfund Site, near Marion, Illinois.* The Company is a successor in interest to International Minerals and Chemicals Corporation ("IMC"). Between 1967 and 1982, IMC leased portions of the Additional and Uncharacterized Sites ("AUS") Operable Unit at the Crab Orchard Superfund Site ("the Site") from the government and manufactured various explosives for use in mining and other operations. In March 2002, the Department of Justice, the U.S. Department of the Interior and the U.S. Environmental Protection Agency ("EPA") (together, "the Government Agencies") issued a special notice letter to General Dynamics Ordnance and Tactical Systems, Inc. ("General Dynamics"), one of the other potentially responsible parties ("PRPs") at the Site, to compel General Dynamics to perform the remedial investigation and feasibility study ("RI/FS") for the AUS Operable Unit. General Dynamics negotiated an Administrative Order on Consent ("AOC") with the Government Agencies to conduct an extensive RI/FS at the Site under the direction of the U.S. Fish and Wildlife Service. General Dynamics asserted in August 2004 that the Company is jointly and severally liable, along with approximately eight other lessees and operators at the AUS Operable Unit, for alleged contamination of soils and groundwater resulting from historic operations, and has threatened to file a contribution claim against the Company and other parties for recovery of its costs incurred in connection with the RI/FS activities being conducted at the AUS Operable Unit. The Company and other PRPs who received demand letters from General Dynamics have explored settlement alternatives, but have not reached settlement to date. General Dynamics has completed the RI and the PRPs have entered into an agreement to enter into non-binding mediation, which has begun. While it is not possible at this time to determine with certainty the ultimate outcome of this matter, the Company believes, given the information currently available, that the final resolution of all known claims, after taking into account amounts already accrued, will not have a material adverse effect on its financial condition, results of operations and cash flows.

*Mallinckrodt Veterinary, Inc., Millsboro, Delaware.* The Company previously operated a plant in Millsboro, Delaware ("the Millsboro Site") that manufactured various animal healthcare products. In 2005, the Delaware Department of Natural Resources and Environmental Control found trichloroethylene ("TCE") in the Millsboro public water supply at levels that exceeded the federal drinking water standards. Further investigation to identify the TCE plume in the ground water indicated that the plume has extended to property owned by a third party near the Millsboro Site. The Company, and another former owner, have assumed responsibility for the Millsboro Site cleanup under the Alternative Superfund Program administered by the EPA. The Company and another PRP have entered into two AOCs with the EPA to perform investigations to abate, mitigate or eliminate the release or threat of release of hazardous substances at the Millsboro Site and to conduct an Engineering Evaluation/Cost Analysis to characterize the nature and extent of the contamination. The Company, along with the other party, continues to conduct the studies and prepare remediation plans in accordance with the AOCs. While it is not possible at this time to determine with certainty the ultimate outcome of this matter, the Company believes, given the information currently available, that the ultimate resolution of all known claims, after taking into account amounts already accrued, will not have a material adverse effect on its financial condition, results of operations and cash flows.

*Coldwater Creek, Saint Louis County, Missouri.* The Company is named as a defendant in numerous tort complaints with numerous plaintiffs pending in the U.S. District Court for the Eastern District of Missouri that were filed in and after February 2012. These cases allege personal injury for alleged exposure to radiological substances, including in Coldwater Creek in Missouri, and in the air. Plaintiffs allegedly lived and/or worked in various locations in Saint Louis County, Missouri near Coldwater Creek. Radiological residues which may have been present in the creek have previously been remediated by the U.S. Army Corps of Engineers ("USACE"). The USACE continues to study and remediate the creek and surrounding areas. The Company believes that it has meritorious defenses to these complaints and is vigorously defending against them. The Company is unable to estimate a range of reasonably possible losses for the following reasons: (i) the proceedings are in early stages; (ii) the Company has not received and reviewed complete information regarding the plaintiffs and their medical conditions; and (iii) there are significant factual and scientific issues to be resolved. While it is not possible at this time to determine with certainty the ultimate outcome of this case, the Company believes, given the information currently available, that the final resolution of all known claims, after taking into account amounts already accrued, will not have a material adverse effect on its financial condition, results of operations and cash flows.

*Lower Passaic River, New Jersey.* The Company and approximately 70 other companies originally comprised the Lower Passaic Cooperating Parties Group ("the CPG") and are parties to a May 2007 AOC with the EPA to perform a RI/FS of the 17-mile stretch known as the Lower Passaic River Study Area ("the River"). The Company's potential liability stems from former operations at Lodi and Belleville, New Jersey. In June 2007, the EPA issued a draft Focused Feasibility Study ("FFS") that considered interim remedial options for the lower 8-miles of the river, in addition to a "no action" option. As an interim step related to the 2007 AOC, on June 18, 2012 the CPG voluntarily entered into an AOC with the EPA for remediation actions focused solely at mile 10.9 of the River. The Company's estimated costs related to the RI/FS and focused remediation at mile 10.9, based on interim allocations, are immaterial and have been accrued.

In April 2014, the EPA issued its revised FFS, with remedial alternatives to address cleanup of the lower 8-mile stretch of the River, which also included a "no action" option. The EPA estimated the cost for the remediation alternatives ranged from \$365.0 million to \$3.2 billion. The EPA's preferred approach would involve bank-to-bank dredging of the lower 8-mile stretch of the River and installing an engineered cap at a discounted, estimated cost of \$1.7 billion. Based on the issuance of the EPA's revised FFS, the Company recorded a \$23.1 million accrual in the second quarter of fiscal 2014 representing the Company's estimate of its allocable share of the joint and several remediation liability resulting from this matter.

In April 2015, the CPG presented a draft of the RI/FS of the River to the EPA. The CPG's RI/FS included alternatives that ranged from "no action," targeted remediation of the entire 17-mile stretch of the River to remedial actions consistent with the EPA's preferred approach for the lower 8-mile stretch of the River and also included remediation alternatives for the upper 9-mile stretch of the River. The discounted cost estimates for the CPG remediation alternatives ranged from \$483.4 million to \$2.7 billion. The Company recorded an additional charge of \$13.3 million in the second quarter of fiscal 2015 based on the Company's estimate of its allocable share of the joint and several remediation liability resulting from this matter.

On March 4, 2016, the EPA issued the Record of Decision ("ROD") for the lower 8 miles of the River. The EPA's selected remedy for this stretch of the River was a slight modification of the preferred approach it identified in the revised FFS issued in April 2014. The new discounted, estimated cost is \$1.38 billion. By letter dated March 31, 2016, EPA notified the Company, and approximately 98 other parties, of the Company's potential liability for the lower 8 miles of the River. The letter also announced the EPA's intent to seek to determine whether one company, Occidental Chemicals Corporation ("OCC"), will voluntarily enter into an agreement to perform the remedial design for the remedy selected in the ROD. The letter states that, after execution of such an agreement, EPA plans to begin negotiation of an agreement under which OCC and the other major PRPs would implement and/or pay for the EPA's selected remedy for the lower 8 miles of the River. Finally, the letter announced EPA's intent to provide a separate notice to unspecified parties of the opportunity to discuss a cash out settlement for the lower 8 miles of the River at a later date.

Despite the issuance of the revised FFS and ROD by the EPA, and the RI/FS by the CPG, there are many uncertainties associated with the final agreed-upon remediation and the Company's allocable share of the remediation. As of November 20, 2015, the Company withdrew from the CPG, but remains liable for its obligations under the two above-referenced AOCs, as well as potential future liabilities. Given those uncertainties, the amounts accrued may not be indicative of the amounts for which the Company may be ultimately responsible and will be refined as the remediation progresses.

### **Products Liability Litigation**

Beginning with lawsuits brought in July 1976, the Company is named as a defendant in personal injury lawsuits based on alleged exposure to asbestos-containing materials. A majority of the cases involve product liability claims based principally on allegations of past distribution of products containing asbestos. A limited number of the cases allege premises liability based on claims that individuals were exposed to asbestos while on the Company's property. Each case typically names dozens of corporate defendants in addition to the Company. The complaints generally seek monetary damages for personal injury or bodily injury resulting from alleged exposure to products containing asbestos. The Company's involvement in asbestos cases has been limited because it did not mine or produce asbestos. Furthermore, in the Company's experience, a large percentage of these claims have never been substantiated and have been dismissed by the courts. The Company has not suffered an adverse verdict in a trial court proceeding related to asbestos claims and intends to continue to defend these lawsuits. When appropriate, the Company settles claims; however, amounts paid to settle and defend all asbestos claims have been immaterial. As of June 24, 2016, there were approximately 11,700 asbestos-related cases pending against the Company.

The Company estimates pending asbestos claims and claims that were incurred but not reported and related insurance recoveries, which are recorded on a gross basis in the unaudited condensed consolidated balance sheets. The Company's estimate of its liability for pending and future claims is based on claims experience over the past five years and covers claims either currently filed or expected to be filed over the next seven years. The Company believes that it has adequate amounts recorded related to these matters. While it is not possible at this time to determine with certainty the ultimate outcome of these asbestos-related proceedings, the Company believes, given the information currently available, that the ultimate resolutions of all known and anticipated future claims, after taking into account amounts already accrued, along with recoveries from insurance, will not have a material adverse effect on its financial condition, results of operations and cash flows.

### **Asset Retirement Obligations**

The Company has recorded asset retirement obligations for the estimated future costs primarily associated with legal obligations to decommission facilities within the Nuclear Imaging segment, including the facilities located in Petten, the Netherlands and Maryland Heights, Missouri. Substantially all of these obligations are included in other liabilities on the consolidated balance sheets. The following table provides a summary of the changes in the Company's asset retirement obligations:

Balance at September 25, 2015	\$	36.9
Accretion expense		1.7
Currency translation		(0.2)
Balance at June 24, 2016	\$	<u>38.4</u>

The Company believes, given the information currently available, that any potential payment of such estimated amounts will not have a material adverse effect on its financial condition, results of operations and cash flows.

### **Industrial Revenue Bonds**

Through June 24, 2016, the Company exchanged title to \$88.0 million of its plant assets in return for an equal amount of Industrial Revenue Bonds ("IRB") issued by Saint Louis County. The Company also simultaneously leased such assets back from Saint Louis County under capital leases expiring through December 2025, the terms of which provide it with the right of offset against the IRBs. The lease also provides an option for the Company to repurchase the assets at the end of the lease for nominal consideration. These transactions collectively result in a ten-year property tax abatement from the date the property is placed in service. Due to the right of offset, the capital lease obligations and IRB assets are recorded net in the consolidated balance sheets. The Company expects that the right of offset will be applied to payments required under these arrangements. During the third quarter of fiscal 2016, the Company and St. Louis County agreed on a change in valuation of the plant assets and IRBs and a sale of additional assets to St. Louis County. The net effect of the agreements between the Company and St. Louis County during the quarter resulted in a new valuation of plant assets of \$73.7 million, a decrease of \$14.3 million.

### **Interest Bearing Deferred Tax Obligation**

As part of the integration of Questcor, the Company entered into an internal installment sale transaction related to certain Acthar intangible assets during the three months ended December 26, 2014. The installment sale transaction resulted in a taxable gain. In accordance with Internal Revenue Code Section 453A ("Section 453A") the gain is considered taxable in the period in which installment payments are received. During the three months ended December 25, 2015, the Company entered into similar transactions with certain intangible assets acquired in the Ikaria Acquisition and Therakos Acquisition. As of June 24, 2016, the Company had an aggregate \$2,089.4 million of interest bearing U.S. deferred tax liabilities associated with outstanding installment notes. The GAAP calculation of interest associated with these deferred tax liabilities is subject to variable interest rates. The Company recognized interest expense associated with the Section 453A deferred tax liabilities of \$18.6 million and \$10.7 million for the three months ended June 24, 2016 and June 26, 2015, respectively, and \$56.4 million and \$24.9 million for the nine months ended June 24, 2016 and June 26, 2015, respectively.

The Company has reported Section 453A interest on its tax returns on the basis of its interpretation of the U.S. Internal Revenue Code and Regulations. Alternative interpretations of these provisions could result in additional interest payable on the deferred tax liability. Due to the inherent uncertainty in these interpretations, the Company has deferred the recognition of the benefit associated with the Company's interpretation and maintains a corresponding liability. During the quarter ended June 24, 2016, the Company reclassified \$20.8 million of previously established payables from accrued and other current liabilities to other liabilities in the condensed consolidated balance sheet. This balance is expected to increase over future periods until such uncertainty is resolved. Favorable resolution of this uncertainty would likely result in a material reversal of this liability and a benefit being recorded to interest expense within the condensed consolidated statement of income.

### **Tax Matters**

The income tax returns of the Company and its subsidiaries are periodically examined by various tax authorities. The resolution of these matters is subject to the conditions set forth in the tax matters agreement entered into between the Company and Covidien ("the Tax Matters Agreement"). Covidien has the right to administer, control and settle all U.S. income tax audits for periods prior to the separation. While it is not possible at this time to determine with certainty the ultimate outcome of these matters, the Company believes, given the information currently available, that established liabilities are reasonable and that the ultimate resolution of these matters will not have a material adverse effect on its financial condition, results of operations and cash flows.

On January 19, 2016, Tyco International plc ("Tyco International") announced it had entered into Stipulations of Settled Issues with the IRS to resolve certain disputes before the U.S. Tax Court. The disputes involved IRS audits of Tyco International for years in which companies that are now subsidiaries of Mallinckrodt were subsidiaries of Tyco International. On May 31, 2016 the U.S. Tax Court entered decisions consistent with the Stipulations of Settled Issues. As a result, all aspects of the controversy that were before the U.S. Tax Court and Appeals Division of the IRS have been resolved for audit cycles from 1997-2007. Mallinckrodt is not a participant in the tax sharing agreement between Medtronic plc (as successor to Covidien plc), Tyco International and TE Connectivity and will not share in or be responsible for any payments to be made under the terms of the settlement.

Tax years 2008-2009 remain at the Appeals Division of the IRS, and the IRS is examining tax years 2010 through 2012; both of which are with respect to certain tax returns filed by Covidien. Taxes for periods prior to September 29, 2012 are subject to the Company's \$200.0 million liability limitation, as prescribed in the Tax Matters Agreement. The Company believes that it is adequately reserved for taxes related to these years.

### **Acquisition-Related Litigation**

Several putative class actions were filed by purported holders of Questcor common stock in connection with the Questcor Acquisition (*Hansen v. Thompson, et al.*, *Heng v. Questcor Pharmaceuticals, Inc., et al.*, *Buck v. Questcor Pharmaceuticals, Inc., et al.*, *Ellerbe v. Questcor Pharmaceuticals, Inc., et al.*, *Yokem v. Questcor Pharmaceuticals, Inc., et al.*, *Richter v. Questcor Pharmaceuticals, Inc., et al.*, *Tramantano v. Questcor Pharmaceuticals, Inc., et al.*, *Crippen v. Questcor Pharmaceuticals, Inc., et al.*, *Patel v. Questcor Pharmaceuticals, Inc., et al.*, and *Postow v. Questcor Pharmaceuticals, Inc., et al.*). The actions were consolidated on June 3, 2014. The consolidated complaint named as defendants, and generally alleged that, the directors of Questcor breached their fiduciary duties in connection with the acquisition by, among other things, agreeing to sell Questcor for inadequate consideration and pursuant to an inadequate process. The consolidated complaint also alleged that the Questcor directors breached their fiduciary duties by failing to disclose purportedly material information to shareholders in connection with the merger. The consolidated complaint also alleged, among other things, that the Company aided and abetted the purported breaches of fiduciary duty. The lawsuits sought various forms of relief, including but not limited to, rescission of the transaction, damages and attorneys' fees and costs.

On July 29, 2014, the defendants reached an agreement in principle with the plaintiffs in the consolidated actions, and that agreement was reflected in a Memorandum of Understanding ("MOU"). In connection with the settlement contemplated by the MOU, Questcor agreed to make certain additional disclosures related to the proposed transaction with the Company, which are contained in the Company's Current Report on Form 8-K filed with the SEC on July 30, 2014. Additionally, as part of the settlement and pursuant to the MOU, the Company agreed to forbear from exercising certain rights under the merger agreement with Questcor, as follows: the four business day period referenced in Section 5.3(e) of the merger agreement with Questcor was reduced to three business days. Consistent with the terms of the MOU, the parties entered into a formal stipulation of settlement in February 2015 and re-executed the stipulation of settlement on May 7, 2015 (collectively the "Stipulation of Settlement").

The Stipulation of Settlement was subject to customary conditions, including court approval. On May 8, 2015, the California Court denied plaintiffs' Motion for Preliminary Approval of Settlement. On October 23, 2015, the parties submitted a proposed Stipulation and Order re Dismissal With Prejudice dismissing the action with prejudice as to each of the named plaintiffs and without prejudice as to the remainder of the class, and on October 30, 2015 the California Court entered that Order.

### **Other Matters**

The Company is a defendant in a number of other pending legal proceedings relating to present and former operations, acquisitions and dispositions. The Company does not expect the outcome of these proceedings, either individually or in the aggregate, to have a material adverse effect on its financial condition, results of operations and cash flows.

## **17. Financial Instruments and Fair Value Measurements**

Fair value is defined as the exit price that would be received from the sale of an asset or paid to transfer a liability, using assumptions that market participants would use in pricing an asset or liability. The fair value guidance establishes a three-level fair value hierarchy, which maximizes the use of observable inputs and minimizes the use of unobservable inputs used in measuring fair value. The levels within the hierarchy are as follows:

Level 1— observable inputs such as quoted prices in active markets for identical assets or liabilities;

Level 2— significant other observable inputs that are observable either directly or indirectly; and

Level 3— significant unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions.

The following tables provide a summary of the significant assets and liabilities that are measured at fair value on a recurring basis at the end of each period:

	June 24, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Debt and equity securities held in rabbi trusts	\$ 34.4	\$ 21.9	\$ 12.5	\$ —
Foreign exchange forward and option contracts	0.4	0.4	—	—
	<u>\$ 34.8</u>	<u>\$ 22.3</u>	<u>\$ 12.5</u>	<u>\$ —</u>
<b>Liabilities:</b>				
Deferred compensation liabilities	\$ 23.5	\$ —	\$ 23.5	\$ —
Contingent consideration and acquired contingent liabilities	176.5	—	—	176.5
Foreign exchange forward and option contracts	0.6	0.6	—	—
	<u>\$ 200.6</u>	<u>\$ 0.6</u>	<u>\$ 23.5</u>	<u>\$ 176.5</u>

	September 25, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Debt and equity securities held in rabbi trusts	\$ 34.6	\$ 24.2	\$ 10.4	\$ —
	<u>\$ 34.6</u>	<u>\$ 24.2</u>	<u>\$ 10.4</u>	<u>\$ —</u>
<b>Liabilities:</b>				
Deferred compensation liabilities	\$ 20.0	\$ —	\$ 20.0	\$ —
Contingent consideration and acquired contingent liabilities	174.6	—	—	174.6
Foreign exchange forward and option contracts	3.3	3.3	—	—
	<u>\$ 197.9</u>	<u>\$ 3.3</u>	<u>\$ 20.0</u>	<u>\$ 174.6</u>

*Debt and equity securities held in rabbi trusts.* Debt securities held in rabbi trusts primarily consist of U.S. government and agency securities and corporate bonds. When quoted prices are available in an active market, the investments are classified as level 1. When quoted market prices for a security are not available in an active market, they are classified as level 2. Equity securities held in rabbi trusts primarily consist of U.S. common stocks, which are valued using quoted market prices reported on nationally recognized securities exchanges.

*Foreign exchange forward and option contracts.* Foreign currency option and forward contracts are used to economically manage the foreign exchange exposures of operations outside the U.S. Quoted prices are available in an active market; as such, these derivatives are classified as level 1.

*Deferred compensation liabilities.* The Company maintains a non-qualified deferred compensation plan in the U.S., which permits eligible employees of the Company to defer a portion of their compensation. A recordkeeping account is set up for each participant and the participant chooses from a variety of funds for the deemed investment of their accounts. The recordkeeping accounts generally correspond to the funds offered in the Company's U.S. tax-qualified defined contribution retirement plan and the account balance fluctuates with the investment returns on those funds.

*Contingent consideration and acquired contingent liabilities.* The Company maintains various contingent consideration and acquired contingent liabilities associated with the acquisitions of Questcor, Hemostasis products and CNS Therapeutics.

The acquired contingent liabilities associated with Questcor pertain to Questcor's acquisition of Synacthen and Synacthen Depot (collectively "Synacthen") from Novartis AG and Novartis Pharma AG (collectively "Novartis") and Questcor's acquisition of BioVectra. The contingent consideration is associated with the CNS Therapeutics acquisition.



During the nine months ended June 24, 2016, the Company paid the remaining obligation of \$40.0 million CAD to the former owners of BioVectra to reach the maximum cumulative payment of \$50.0 million CAD. At June 24, 2016, there are no further contingent liabilities associated with BioVectra.

During the nine months ended June 24, 2016, the Company reduced the probability-weighted present value associated with the achievement of the CNS Therapeutics contingent consideration, due to delays in the anticipated timing of FDA approval of a certain concentration of Gablofen, and recorded a reversal of the contingent consideration liability of \$6.3 million within selling, general and administrative expenses. At June 24, 2016, the fair value of the CNS Therapeutics contingent consideration was \$0.9 million.

During the nine months ended June 24, 2016, the Company paid the required annual payment of \$25.0 million related to the license of Synacthen and Synacthen Depot (collectively "Synacthen") from Novartis AG and Novartis Pharma AG (collectively "Novartis"). At June 24, 2016, the total remaining payments under the license agreement shall not exceed \$165.0 million. At June 24, 2016, the fair value of the Synacthen acquired contingent liability was \$117.3 million.

As part of the Hemostasis Acquisition, the Company provided contingent consideration to The Medicines Company in the form of sales based milestones associated with Raplixa and PreveLeak, and acquired contingent liabilities associated with The Medicines Company's prior acquisitions of the aforementioned products. The Company determined the fair value of the contingent consideration and acquired contingent liabilities based on an option pricing model to be \$48.3 million and \$10.0 million, respectively, at June 24, 2016.

The following table provides a summary of the changes in the Company's contingent consideration and acquired contingent liabilities:

Balance at September 25, 2015	\$	174.6
Acquisition date fair value of contingent consideration		52.0
Acquisition date fair value of acquired contingent consideration		10.6
Payments		(55.0)
Accretion expense		4.9
Fair value adjustment		(10.6)
Balance at June 24, 2016	\$	<u>176.5</u>

#### ***Financial Instruments Not Measured at Fair Value***

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and the majority of other current assets and liabilities approximate fair value because of their short-term nature. The Company classifies cash on hand and deposits in banks, including commercial paper, money market accounts and other investments it may hold from time to time, with an original maturity of three months or less, as cash and cash equivalents (level 1). The fair value of restricted cash was equivalent to its carrying value of \$19.3 million and \$66.3 million as of June 24, 2016 and September 25, 2015, respectively (level 1), which was included in prepaid expenses and other current assets and other assets on the unaudited condensed consolidated balance sheets. The Company's life insurance contracts are carried at cash surrender value, which is based on the present value of future cash flows under the terms of the contracts (level 3). Significant assumptions used in determining the cash surrender value include the amount and timing of future cash flows, interest rates and mortality charges. The fair value of these contracts approximates the carrying value of \$68.2 million and \$67.7 million at June 24, 2016 and September 25, 2015, respectively. These contracts are included in other assets on the unaudited condensed consolidated balance sheets.

The carrying value of the Company's revolving credit facility and variable-rate receivable securitization approximates fair value due to the short-term nature of these instruments. The carrying value of the 4.00% term loan approximates the fair value of the instrument, as calculated using the discounted exit price, which is therefore classified as level 3. Since the quoted market prices for the Company's term loans and 8.00% and 9.50% debentures are not available in an active market, they are classified as level 2 for purposes of developing an estimate of fair value. The Company's 3.50%, 4.75%, 4.875%, 5.50%, 5.625% and 5.75% notes are classified as level 1, as quoted prices are available in an active market for these notes. The following table presents the carrying values and estimated fair values of the Company's long-term debt, excluding capital leases, as of the end of each period:

	June 24, 2016		September 25, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Variable-rate receivable securitization	\$ 235.0	\$ 235.0	\$ 153.0	\$ 153.0
3.50% notes due April 2018	300.0	291.6	300.0	294.3
4.875% notes due April 2020	700.0	676.9	700.0	684.1
Term loans due March 2021	1,963.5	1,935.8	1,978.5	1,966.5
4.00% term loan due February 2022	7.4	7.4	7.9	7.9
9.50% debentures due May 2022	10.4	11.6	10.4	13.0
5.75% notes due August 2022	884.0	836.7	900.0	876.1
8.00% debentures due March 2023	4.4	4.7	4.4	5.3
4.75% notes due April 2023	600.0	489.4	600.0	539.6
5.625% notes due October 2023	740.0	684.8	750.0	705.2
5.50% notes due April 2025	700.0	622.2	700.0	646.0
Revolving credit facility	250.0	250.0	500.0	500.0

### Concentration of Credit and Other Risks

Financial instruments that potentially subject the Company to concentrations of credit risk primarily consist of accounts receivable. The Company does not typically require collateral from customers. A portion of the Company's accounts receivable outside the U.S. includes sales to government-owned or supported healthcare systems in several countries, which are subject to payment delays. Payment is dependent upon the financial stability and creditworthiness of those countries' national economies.

The following table shows net sales attributable to distributors that accounted for 10% or more of the Company's total net sales:

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
CuraScript, Inc.	34%	31%	33%	31%
McKesson Corporation	6%	10%	11%	15%
Cardinal Health, Inc.	9%	13%	9%	13%
Amerisource Bergen Corporation	7%	10%	7%	8%

The following table shows accounts receivable attributable to distributors that accounted for 10% or more of the Company's gross accounts receivable at the end of each period:

	June 24, 2016	September 25, 2015
McKesson Corporation	22 %	24 %
CuraScript, Inc.	13 %	16 %
Cardinal Health, Inc.	13 %	13 %
Amerisource Bergen Corporation	13 %	12 %

The following table shows net sales attributable to products that accounted for 10% or more of the Company's total net sales:

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Acthar	31%	31%	30%	31%
Inomax	12%	9%	12%	3%

Molybdenum-99 ("Mo-99") is a key raw material in the Company's Ultra-Technekow™ DTE technetium generators that are sold by its Nuclear Imaging segment. There are only eight suppliers of this raw material worldwide. The Company has agreements to obtain Mo-99 from three nuclear research reactors and relies predominantly upon two of these reactors for its Mo-99 supply. Accordingly, a disruption in the commercial supply or a significant increase in the cost of this material from these sources could have a material adverse effect on the Company's financial condition, results of operations and cash flows.

## 18. Segment Data

On November 27, 2015, the Company completed the sale of the CMDS business to Guerbet. As a result, the CMDS business was eliminated from the Global Medical Imaging segment, which has been renamed Nuclear Imaging.

Prior year amounts have been recast to conform to current presentation.

The three reportable segments are further described below:

- *Specialty Brands* produces and markets branded pharmaceutical and biopharmaceutical products and therapies;
- *Specialty Generics* produces specialty generic pharmaceuticals and API consisting of biologics, medicinal opioids, synthetic controlled substances, acetaminophen and other active ingredients; and
- *Nuclear Imaging* manufactures and markets radiopharmaceuticals (nuclear medicine).

Selected information by business segment was as follows:

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
<b>Net sales:</b>				
Specialty Brands	\$ 589.3	\$ 446.2	\$ 1,667.5	\$ 1,154.1
Specialty Generics	263.4	307.9	785.4	954.9
Nuclear Imaging	104.0	108.8	309.8	320.2
Net sales of operating segments	956.7	862.9	2,762.7	2,429.2
Other <sup>(1)</sup>	13.9	14.4	40.7	35.3
Net sales	\$ 970.6	\$ 877.3	\$ 2,803.4	\$ 2,464.5
<b>Operating income:</b>				
Specialty Brands	\$ 305.5	\$ 189.2	\$ 840.6	\$ 434.8
Specialty Generics	101.2	157.2	321.0	501.4
Nuclear Imaging	22.6	23.8	68.7	47.4
Segment operating income	429.3	370.2	1,230.3	983.6
<b>Unallocated amounts:</b>				
Corporate and allocated expenses <sup>(2)</sup>	(35.3)	(71.4)	(110.4)	(210.7)
Intangible asset amortization	(175.8)	(149.0)	(524.2)	(396.7)
Restructuring and related charges, net <sup>(3)</sup>	(15.3)	(22.7)	(32.1)	(33.6)
Non-restructuring impairment charges	—	—	(16.9)	—
Operating income	\$ 202.9	\$ 127.1	\$ 546.7	\$ 342.6

(1) Represents historical CMDS-related intercompany transactions that represent Mallinckrodt continuing operations under an ongoing supply agreement with the acquirer of the CMDS business.

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

(3) Includes restructuring-related accelerated depreciation.

Net sales by product family within the Company's segments are as follows:

	Three Months Ended		Nine Months Ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Acthar	\$ 298.3	\$ 268.7	\$ 833.4	\$ 763.1
Inomax	121.1	81.5	347.4	81.5
Ofirmev	70.7	62.1	208.7	201.6
Therakos immunotherapy	52.5	—	153.1	—
Hemostasis products	13.9	—	25.3	—
Other	32.8	33.9	99.6	107.9
Specialty Brands	589.3	446.2	1,667.5	1,154.1
Hydrocodone (API) and hydrocodone-containing tablets	38.2	37.4	115.7	138.0
Oxycodone (API) and oxycodone-containing tablets	30.6	31.6	97.4	127.2
Methylphenidate ER	24.3	30.0	80.1	112.6
Other controlled substances	124.7	157.4	356.3	414.7
Other	45.6	51.5	135.9	162.4
Specialty Generics	263.4	307.9	785.4	954.9
Nuclear Imaging	104.0	108.8	309.8	320.2
Other <sup>(1)</sup>	13.9	14.4	40.7	35.3
Net sales	\$ 970.6	\$ 877.3	\$ 2,803.4	\$ 2,464.5

(1) Represents historical CMDS-related intercompany transactions that represent Mallinckrodt continuing operations under an ongoing supply agreement with the acquirer of the CMDS business.

## 19. Condensed Consolidating Financial Statements

Mallinckrodt International Finance, S.A. ("MIFSA"), an indirectly 100%-owned subsidiary of Mallinckrodt plc, is the borrower under the 3.50% notes due April 2018 and the 4.75% notes due April 2023 (collectively, "the Notes"), which are fully and unconditionally guaranteed by Mallinckrodt plc. The following information provides the composition of the Company's comprehensive income, assets, liabilities, equity and cash flows by relevant group within the Company: Mallinckrodt plc as guarantor of the Notes, MIFSA as issuer of the Notes and the other subsidiaries. There are no subsidiary guarantees related to the Notes.

Set forth below are the unaudited condensed consolidating financial statements for the three and nine months ended June 24, 2016 and June 26, 2015, and as of June 24, 2016 and September 25, 2015. Eliminations represent adjustments to eliminate investments in subsidiaries and intercompany balances and transactions between or among Mallinckrodt plc, MIFSA and other subsidiaries. Unaudited condensed consolidating financial information for Mallinckrodt plc and MIFSA, on a standalone basis, has been presented using the equity method of accounting for subsidiaries.

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATING BALANCE SHEET**

As of June 24, 2016  
(unaudited, in millions)

	Mallinckrodt plc	Mallinckrodt International Finance S.A.	Other Subsidiaries	Eliminations	Consolidated
<b>Assets</b>					
Current Assets:					
Cash and cash equivalents	\$ 0.1	\$ 88.8	\$ 433.0	\$ —	\$ 521.9
Accounts receivable, net	—	—	500.0	—	500.0
Inventories	—	—	357.7	—	357.7
Deferred income taxes	—	—	115.7	—	115.7
Prepaid expenses and other current assets	0.7	0.3	130.0	—	131.0
Intercompany receivables	69.2	14.7	3,250.2	(3,334.1)	—
<b>Total current assets</b>	<b>70.0</b>	<b>103.8</b>	<b>4,786.6</b>	<b>(3,334.1)</b>	<b>1,626.3</b>
Property, plant and equipment, net	—	—	1,012.0	—	1,012.0
Goodwill	—	—	3,645.5	—	3,645.5
Intangible assets, net	—	—	9,258.5	—	9,258.5
Investment in subsidiaries	7,549.6	20,026.8	10,815.4	(38,391.8)	—
Intercompany loans receivable	202.8	—	2,346.6	(2,549.4)	—
Other assets	—	—	290.9	—	290.9
<b>Total Assets</b>	<b>\$ 7,822.4</b>	<b>\$ 20,130.6</b>	<b>\$ 32,155.5</b>	<b>\$ (44,275.3)</b>	<b>\$ 15,833.2</b>
<b>Liabilities and Shareholders' Equity</b>					
Current Liabilities:					
Current maturities of long-term debt	\$ —	\$ 19.7	\$ 2.0	\$ —	\$ 21.7
Accounts payable	—	—	125.4	—	125.4
Accrued payroll and payroll-related costs	—	—	110.5	—	110.5
Accrued interest	—	69.5	0.4	—	69.9
Accrued and other current liabilities	1.3	8.6	632.1	—	642.0
Intercompany payables	2,612.3	638.0	83.8	(3,334.1)	—
<b>Total current liabilities</b>	<b>2,613.6</b>	<b>735.8</b>	<b>954.2</b>	<b>(3,334.1)</b>	<b>969.5</b>
Long-term debt	—	6,023.2	255.8	—	6,279.0
Pension and postretirement benefits	—	—	136.4	—	136.4
Environmental liabilities	—	—	73.2	—	73.2
Deferred income taxes	—	—	2,772.5	—	2,772.5
Other income tax liabilities	—	—	95.3	—	95.3
Intercompany loans payable	—	2,549.4	—	(2,549.4)	—
Other liabilities	—	6.8	291.7	—	298.5
<b>Total Liabilities</b>	<b>2,613.6</b>	<b>9,315.2</b>	<b>4,579.1</b>	<b>(5,883.5)</b>	<b>10,624.4</b>
Shareholders' Equity	5,208.8	10,815.4	27,576.4	(38,391.8)	5,208.8
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 7,822.4</b>	<b>\$ 20,130.6</b>	<b>\$ 32,155.5</b>	<b>\$ (44,275.3)</b>	<b>\$ 15,833.2</b>

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATING BALANCE SHEET**  
As of September 25, 2015  
*(unaudited, in millions)*

	Mallinckrodt plc	Mallinckrodt International Finance S.A.	Other Subsidiaries	Eliminations	Consolidated
<b>Assets</b>					
Current Assets:					
Cash and cash equivalents	\$ 0.1	\$ 152.1	\$ 213.7	\$ —	\$ 365.9
Accounts receivable, net	—	—	548.5	—	548.5
Inventories	—	—	281.8	—	281.8
Deferred income taxes	—	—	142.7	—	142.7
Prepaid expenses and other current assets	1.3	0.2	205.8	—	207.3
Current assets held for sale	—	—	299.9	—	299.9
Intercompany receivables	39.1	128.6	9,699.5	(9,867.2)	—
Total current assets	40.5	280.9	11,391.9	(9,867.2)	1,846.1
Property, plant and equipment, net	—	—	991.3	—	991.3
Goodwill	—	—	3,649.4	—	3,649.4
Intangible assets, net	—	—	9,666.3	—	9,666.3
Investment in subsidiaries	14,797.7	18,838.6	10,050.0	(43,686.3)	—
Intercompany loans receivable	174.4	—	2,498.2	(2,672.6)	—
Other assets	—	0.1	250.9	—	251.0
<b>Total Assets</b>	<b>\$ 15,012.6</b>	<b>\$ 19,119.6</b>	<b>\$ 38,498.0</b>	<b>\$ (56,226.1)</b>	<b>\$ 16,404.1</b>
<b>Liabilities and Shareholders' Equity</b>					
Current Liabilities:					
Current maturities of long-term debt	\$ —	\$ 20.0	\$ 2.3	\$ —	\$ 22.3
Accounts payable	—	0.2	132.8	—	133.0
Accrued payroll and payroll-related costs	0.1	—	103.6	—	103.7
Accrued interest	—	77.1	3.1	—	80.2
Accrued and other current liabilities	1.8	0.3	515.3	—	517.4
Current liabilities held for sale	—	—	72.8	—	72.8
Intercompany payables	9,699.5	—	167.7	(9,867.2)	—
Total current liabilities	9,701.4	97.6	997.6	(9,867.2)	929.4
Long-term debt	—	6,299.4	174.9	—	6,474.3
Pension and postretirement benefits	—	—	116.7	—	116.7
Environmental liabilities	—	—	73.3	—	73.3
Deferred income taxes	—	—	3,132.4	—	3,132.4
Other income tax liabilities	—	—	121.3	—	121.3
Intercompany loans payable	—	2,672.6	—	(2,672.6)	—
Other liabilities	—	—	245.5	—	245.5
<b>Total Liabilities</b>	<b>9,701.4</b>	<b>9,069.6</b>	<b>4,861.7</b>	<b>(12,539.8)</b>	<b>11,092.9</b>
Shareholders' Equity	5,311.2	10,050.0	33,636.3	(43,686.3)	5,311.2
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 15,012.6</b>	<b>\$ 19,119.6</b>	<b>\$ 38,498.0</b>	<b>\$ (56,226.1)</b>	<b>\$ 16,404.1</b>

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**

For the three months ended June 24, 2016

(unaudited, in millions)

	Mallinckrodt plc	Mallinckrodt International Finance S.A.	Other Subsidiaries	Eliminations	Consolidated
<b>Net sales</b>	\$ —	\$ —	\$ 970.6	\$ —	\$ 970.6
Cost of sales	—	—	429.3	—	429.3
<b>Gross profit</b>	—	—	541.3	—	541.3
Selling, general and administrative expenses	12.3	0.2	235.9	—	248.4
Research and development expenses	—	—	76.1	—	76.1
Restructuring charges, net	—	—	14.1	—	14.1
Gains on divestiture and license	—	—	(0.2)	—	(0.2)
<b>Operating (loss) income</b>	(12.3)	(0.2)	215.4	—	202.9
Interest expense	(56.3)	(81.6)	(20.3)	62.6	(95.6)
Interest income	—	0.1	62.9	(62.6)	0.4
Other income (expense), net	2.6	0.1	(4.0)	—	(1.3)
Intercompany fees	(4.5)	—	4.5	—	—
Equity in net income of subsidiaries	260.2	380.5	308.9	(949.6)	—
<b>Income from continuing operations before income taxes</b>	189.7	298.9	567.4	(949.6)	106.4
Income tax benefit	(9.6)	(10.2)	(69.5)	—	(89.3)
<b>Income from continuing operations</b>	199.3	309.1	636.9	(949.6)	195.7
Income (loss) from discontinued operations, net of income taxes	—	(0.2)	3.8	—	3.6
<b>Net income</b>	199.3	308.9	640.7	(949.6)	199.3
Other comprehensive loss, net of tax	(0.6)	(0.6)	(1.4)	2.0	(0.6)
<b>Comprehensive income</b>	\$ 198.7	\$ 308.3	\$ 639.3	\$ (947.6)	\$ 198.7

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**

For the three months ended June 26, 2015

*(unaudited, in millions)*

	Mallinckrodt plc	Mallinckrodt International Finance S.A.	Other Subsidiaries	Eliminations	Consolidated
<b>Net sales</b>	\$ —	\$ —	\$ 877.3	\$ —	\$ 877.3
Cost of sales	—	—	373.5	—	373.5
<b>Gross profit</b>	—	—	503.8	—	503.8
Selling, general and administrative expenses	29.5	9.1	256.4	—	295.0
Research and development expenses	—	—	59.9	—	59.9
Restructuring charges, net	1.5	—	21.2	—	22.7
Gains on divestiture and license	—	—	(0.9)	—	(0.9)
<b>Operating (loss) income</b>	(31.0)	(9.1)	167.2	—	127.1
Interest expense	(20.9)	(64.4)	(8.1)	20.9	(72.5)
Interest income	—	—	21.1	(20.9)	0.2
Other income (expense), net	46.3	—	(46.7)	—	(0.4)
Intercompany fees	(3.9)	—	3.9	—	—
Equity in net income of subsidiaries	61.4	120.1	46.6	(228.1)	—
<b>Income (loss) from continuing operations before income taxes</b>	51.9	46.6	184.0	(228.1)	54.4
Income tax benefit	(6.1)	—	4.9	—	(1.2)
<b>Income from continuing operations</b>	58.0	46.6	179.1	(228.1)	55.6
Income from discontinued operations, net of income taxes	—	—	2.4	—	2.4
<b>Net income</b>	58.0	46.6	181.5	(228.1)	58.0
Other comprehensive income, net of tax	9.8	9.8	19.4	(29.2)	9.8
<b>Comprehensive income</b>	<u>\$ 67.8</u>	<u>\$ 56.4</u>	<u>\$ 200.9</u>	<u>\$ (257.3)</u>	<u>\$ 67.8</u>



**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**

For the nine months ended June 24, 2016

(unaudited, in millions)

	Mallinckrodt plc	Mallinckrodt International Finance S.A.	Other Subsidiaries	Eliminations	Consolidated
<b>Net sales</b>	\$ —	\$ —	\$ 2,803.4	\$ —	\$ 2,803.4
Cost of sales	—	—	1,290.8	—	1,290.8
<b>Gross profit</b>	—	—	1,512.6	—	1,512.6
Selling, general and administrative expenses	36.6	0.7	684.8	—	722.1
Research and development expenses	—	—	198.3	—	198.3
Restructuring charges, net	—	—	29.1	—	29.1
Non-restructuring impairment charges	—	—	16.9	—	16.9
Gains on divestiture and license	—	—	(0.5)	—	(0.5)
<b>Operating (loss) income</b>	(36.6)	(0.7)	584.0	—	546.7
Interest expense	(194.2)	(245.0)	(63.0)	211.6	(290.6)
Interest income	—	0.3	212.1	(211.6)	0.8
Other income (expense), net	82.6	1.7	(84.3)	—	—
Intercompany fees	(10.5)	—	10.5	—	—
Equity in net income of subsidiaries	663.7	1,024.5	833.4	(2,521.6)	—
<b>Income from continuing operations before income taxes</b>	505.0	780.8	1,492.7	(2,521.6)	256.9
Income tax benefit	(23.7)	(14.0)	(137.3)	—	(175.0)
<b>Income from continuing operations</b>	528.7	794.8	1,630.0	(2,521.6)	431.9
Income from discontinued operations, net of income taxes	—	38.6	58.2	—	96.8
<b>Net income</b>	528.7	833.4	1,688.2	(2,521.6)	528.7
Other comprehensive loss, net of tax	(66.6)	(66.6)	(133.7)	200.3	(66.6)
<b>Comprehensive income</b>	\$ 462.1	\$ 766.8	\$ 1,554.5	\$ (2,321.3)	\$ 462.1

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**

For the nine months ended June 26, 2015

(unaudited, in millions)

	Mallinckrodt plc	Mallinckrodt International Finance S.A.	Other Subsidiaries	Eliminations	Consolidated
<b>Net sales</b>	\$ —	\$ —	\$ 2,464.5	\$ —	\$ 2,464.5
Cost of sales	—	—	1,093.0	—	1,093.0
<b>Gross profit</b>	—	—	1,371.5	—	1,371.5
Selling, general and administrative expenses	91.9	9.3	726.3	—	827.5
Research and development expenses	—	—	170.6	—	170.6
Restructuring charges, net	9.2	—	24.2	—	33.4
Gains on divestiture and license	—	—	(2.6)	—	(2.6)
<b>Operating (loss) income</b>	(101.1)	(9.3)	453.0	—	342.6
Interest expense	(20.9)	(162.1)	(16.6)	20.9	(178.7)
Interest income	—	—	21.6	(20.9)	0.7
Other income (expense), net	188.7	—	(180.7)	—	8.0
Intercompany fees	(8.9)	—	8.9	—	—
Equity in net income of subsidiaries	185.6	342.2	170.8	(698.6)	—
<b>Income from continuing operations before income taxes</b>	243.4	170.8	457.0	(698.6)	172.6
Income tax benefit	(6.1)	—	(39.5)	—	(45.6)
<b>Income from continuing operations</b>	249.5	170.8	496.5	(698.6)	218.2
Income from discontinued operations, net of income taxes	—	—	31.3	—	31.3
<b>Net income</b>	249.5	170.8	527.8	(698.6)	249.5
Other comprehensive loss, net of tax	(48.0)	(48.0)	(96.4)	144.4	(48.0)
<b>Comprehensive income</b>	\$ 201.5	\$ 122.8	\$ 431.4	\$ (554.2)	\$ 201.5

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
For the nine months ended June 24, 2016  
*(unaudited, in millions)*

	Mallinckrodt plc	Mallinckrodt International Finance S.A.	Other Subsidiaries	Eliminations	Consolidated
<b>Cash Flows From Operating Activities:</b>					
Net cash provided by (used in) operating activities	\$ 34.9	\$ (21.0)	\$ 980.5	\$ —	\$ 994.4
<b>Cash Flows From Investing Activities:</b>					
Capital expenditures	—	—	(133.5)	—	(133.5)
Acquisitions and intangibles, net of cash acquired	—	—	(169.5)	—	(169.5)
Proceeds from disposal of discontinued operations, net of cash	—	234.0	33.0	—	267.0
Intercompany loan investment, net	—	—	(1,079.4)	1,079.4	—
Investment in subsidiary	—	(507.9)	—	507.9	—
Restricted cash	—	—	47.1	—	47.1
Other	—	—	5.3	—	5.3
Net cash used in investing activities	—	(273.9)	(1,297.0)	1,587.3	16.4
<b>Cash Flows From Financing Activities:</b>					
Issuance of external debt	—	—	98.3	—	98.3
Repayment of external debt and capital leases	—	(289.2)	(17.9)	—	(307.1)
Debt financing costs	—	—	(0.1)	—	(0.1)
Proceeds from exercise of share options	8.5	—	—	—	8.5
Repurchase of shares	(602.0)	—	—	—	(602.0)
Intercompany loan borrowings, net	558.6	520.8	—	(1,079.4)	—
Capital contribution	—	—	507.9	(507.9)	—
Other	—	—	(53.0)	—	(53.0)
Net cash (used in) provided by financing activities	(34.9)	231.6	535.2	(1,587.3)	(855.4)
Effect of currency rate changes on cash	—	—	0.6	—	0.6
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>—</b>	<b>(63.3)</b>	<b>219.3</b>	<b>—</b>	<b>156.0</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>0.1</b>	<b>152.1</b>	<b>213.7</b>	<b>—</b>	<b>365.9</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 0.1</b>	<b>\$ 88.8</b>	<b>\$ 433.0</b>	<b>\$ —</b>	<b>\$ 521.9</b>

**MALLINCKRODT PLC**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
For the nine months ended June 26, 2015  
*(unaudited, in millions)*

	Mallinckrodt plc	Mallinckrodt International Finance S.A.	Other Subsidiaries	Eliminations	Consolidated
<b>Cash Flows From Operating Activities:</b>					
Net cash provided by (used in) operating activities	\$ 164.2	\$ (84.0)	\$ 479.0	\$ —	\$ 559.2
<b>Cash Flows From Investing Activities:</b>					
Capital expenditures	—	—	(92.5)	—	(92.5)
Acquisition, net of cash acquired	—	—	(1,176.3)	—	(1,176.3)
Intercompany loan investment, net	(178.6)	—	(235.0)	413.6	—
Investment in subsidiary	—	(1,659.9)	—	1,659.9	—
Restricted cash	—	—	(21.9)	—	(21.9)
Other	—	—	2.6	—	2.6
Net cash used in investing activities	(178.6)	(1,659.9)	(1,523.1)	2,073.5	(1,288.1)
<b>Cash Flows From Financing Activities:</b>					
Issuance of external debt	—	1,640.0	80.0	—	1,720.0
Repayment of external debt and capital leases	—	(253.3)	(1,204.5)	—	(1,457.8)
Debt financing costs	—	(25.0)	(0.3)	—	(25.3)
Excess tax benefit from share-based compensation	—	—	30.4	—	30.4
Proceeds from exercise of share options	29.7	—	—	—	29.7
Repurchase of shares	(15.4)	—	—	—	(15.4)
Intercompany loan borrowings, net	—	413.6	—	(413.6)	—
Capital contribution	—	—	1,659.9	(1,659.9)	—
Other	—	—	(28.1)	—	(28.1)
Net cash provided by financing activities	14.3	1,775.3	537.4	(2,073.5)	253.5
Effect of currency rate changes on cash	—	—	(7.1)	—	(7.1)
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(0.1)</b>	<b>31.4</b>	<b>(513.8)</b>	<b>—</b>	<b>(482.5)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>0.3</b>	<b>18.5</b>	<b>689.0</b>	<b>—</b>	<b>707.8</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 0.2</b>	<b>\$ 49.9</b>	<b>\$ 175.2</b>	<b>\$ —</b>	<b>\$ 225.3</b>

## 20. Subsequent Events

### *Restructuring*

In July 2016, the Company's Board of Directors approved a \$100.0 million to \$125.0 million restructuring program ("the 2016 Mallinckrodt Program") designed to further improve its cost structure, as the Company continues to transform its business. The 2016 Mallinckrodt Program is expected to include actions across all segments, as well as within corporate functions. There is no specified time period associated with the 2016 Mallinckrodt Program.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and the accompanying notes included in this Quarterly Report on Form 10-Q. The following discussion may contain forward-looking statements that reflect our plans, estimates and beliefs and involve risks, uncertainties and assumptions. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include those discussed in Item 1A. Risk Factors of our Annual Report on Form 10-K for the fiscal year ended September 25, 2015, filed with the United States ("U.S.") Securities and Exchange Commission ("the SEC") on November 24, 2015.

We own or have rights to use the trademarks and trade names that we use in conjunction with the operation of our business. One of the more important trademarks that we own or have rights to use that appears in this Quarterly Report on Form 10-Q is "Mallinckrodt," which is a registered trademark or the subject of pending trademark applications in the U.S. and other jurisdictions. Solely for convenience, we only use the <sup>TM</sup> or <sup>®</sup> symbols the first time any trademark or trade name is mentioned in the following discussion. Such references are not intended to indicate in any way that we will not assert, to the fullest extent permitted under applicable law, our rights to our trademarks and trade names. Each trademark or trade name of any other company appearing in the following discussion is, to our knowledge, owned by such other company.

### Overview

We are a global business that develops, manufactures, markets and distributes branded and generic specialty pharmaceutical and biopharmaceutical products and therapies and nuclear medicine products. Therapeutic areas of focus include autoimmune and rare disease specialty areas (including neurology, rheumatology, nephrology and pulmonology); immunotherapy and neonatal critical care respiratory therapies; hemostasis products; and central nervous system drugs. We also support the diagnosis of disease with nuclear medicine products.

We operate our business in three reportable segments, which are further described below:

- *Specialty Brands* produces and markets branded pharmaceutical and biopharmaceutical products and therapies;
- *Specialty Generics* produces specialty generic pharmaceuticals and active pharmaceutical ingredients ("API") consisting of biologics, medicinal opioids, synthetic controlled substances, acetaminophen and other active ingredients; and
- *Nuclear Imaging* manufactures and markets radiopharmaceuticals (nuclear medicine).

The Company completed the sale of the contrast media and delivery systems ("CMDS") business on November 27, 2015. As a result, prior year balances have been recast to present the CMDS business as a discontinued operation.

Beginning in the first quarter of fiscal year 2016, we revised the presentation of certain medical affairs costs to better align with industry practice, which were previously included in selling, general and administrative ("SG&A") expenses and are now included in research and development ("R&D") expenses. As a result, \$15.9 million and \$39.4 million of expenses previously included in SG&A for the three and nine months ended June 26, 2015, respectively, have been classified as R&D expenses to conform to this change. No other financial statement line items were impacted by this change in classification.

For further information on our business and products, refer to our Annual Report on Form 10-K for the year ended September 25, 2015, filed with the SEC on November 24, 2015.

### Significant Events

#### Acquisitions

On February 1, 2016, we acquired three commercial stage topical hemostasis drugs from The Medicines Company ("the Hemostasis Acquisition") - RECOThROM<sup>®</sup> Thrombin topical (Recombinant), PreveLeak<sup>™</sup> Surgical Sealant, and RAPLIXA<sup>™</sup> (Fibrin Sealant (Human)) - for upfront consideration of \$173.5 million, inclusive of existing inventory, and contingent milestone payments that could result in up to \$395.0 million of additional consideration. The acquisition was funded with cash on hand.

On September 25, 2015, we acquired Therakos, Inc. ("Therakos") through acquisition of all outstanding common stock of TGG Medical Solutions, Inc., the parent holding company of Therakos, in a transaction valued at approximately \$1.3 billion, net of cash acquired ("the Therakos Acquisition"). Consideration for the transaction consisted of approximately \$1.0 billion in cash paid to TGG Medical Solutions, Inc. shareholders and the assumption of approximately \$0.3 billion of Therakos third-party debt, which was repaid in conjunction with the Therakos Acquisition. The acquisition and repayment of debt was funded through the issuance of \$750.0 million aggregate principal amount of senior unsecured notes, a \$500.0 million borrowing under a revolving credit facility and cash on hand. Therakos' primary immunotherapy products relate to the administering of extracorporeal photopheresis therapies through its UVAR XTS<sup>®</sup> and Cellex<sup>™</sup> Photopheresis Systems.

On April 16, 2015, we acquired Ikaria, Inc. ("Ikaria") through acquisition of all outstanding common stock of Compound Holdings II, Inc., the parent holding company of Ikaria, in a transaction valued at approximately \$2.3 billion, net of cash acquired ("the Ikaria Acquisition"). Consideration for the transaction consisted of approximately \$1.2 billion in cash paid to Compound Holdings II, Inc. shareholders and the assumption of approximately \$1.1 billion of Ikaria third-party debt, which was repaid in conjunction with the Ikaria Acquisition. The acquisition and immediate repayment of debt was funded through the issuance of \$1.4 billion aggregate principal amount of senior unsecured notes, a \$240.0 million borrowing under a revolving credit facility, and cash on hand. Ikaria's primary product is INOMAX<sup>®</sup> (nitric oxide) gas for inhalation ("Inomax"), a vital treatment option in neonatal critical care.

### ***Contrast Media and Delivery Systems Sale***

On November 27, 2015, we completed the sale of our CMDS business to Guerbet S.A. ("Guerbet") for cash consideration of approximately \$270.0 million, subject to yet to be resolved net working capital adjustments. The financial results for the CMDS business are presented as discontinued operations and prior year results have been recast to reflect this presentation. During the three months ended June 24, 2016, we recognized income from discontinued operations associated with the CMDS business, net of tax, of \$1.7 million, which represented a gain on disposal. During the nine months ended June 24, 2016, we recognized income from discontinued operations of \$94.8 million, which included a gain on disposal of \$99.0 million. During the three and nine months ended June 26, 2015, we recognized income from discontinued operations associated with the CMDS business, net of tax, of \$1.9 million and \$7.9 million, respectively.

### **Business Factors Influencing the Results of Operations**

#### ***Products***

As a result of the fiscal 2016 and 2015 acquisitions, we obtained the sales and marketing rights to Inomax on April 16, 2015, Therakos on September 25, 2015, and three commercial stage topical hemostasis products on February 1, 2016. The addition of these products to our Specialty Brands portfolio contributed to the net sales and operating income within this segment. The aggregate net sales of these acquired products were \$187.5 million and \$525.8 million during the three and nine months ended June 24, 2016, respectively. Our cost of sales for the three and nine months ended June 24, 2016 included \$2.6 million and \$20.9 million, respectively, of expense recognition associated with the fair value adjustments of acquired inventory. We recognized aggregate amortization expense, primarily within cost of sales, associated with intangibles recognized from the Ikaria Acquisition, Therakos Acquisition and Hemostasis Acquisition of \$50.6 million and \$151.9 million during the three and nine months ended June 24, 2016, respectively. The three and nine months ended June 26, 2015 included \$81.5 million of Inomax net sales and \$25.9 million of amortization expense subsequent to the April 16, 2015 acquisition date. Cost of sales for the three and nine months ended June 26, 2015 included \$4.0 million and \$39.2 million, respectively, of expense recognition associated with the fair value adjustments of inventory.

In November 2014, we were informed by the U.S. Food and Drug Administration ("FDA") that it believes that our Methylphenidate ER products may not be therapeutically equivalent to the category reference listed drug and the FDA reclassified Methylphenidate ER from freely substitutable at the pharmacy level (class AB) to presumed to be therapeutically inequivalent (class BX). The FDA has indicated that it has not identified any serious safety concerns with the products. We continue to market our Methylphenidate ER products as a class BX-rated drug. The FDA's action to reclassify our Methylphenidate ER products had, and is expected to continue to have, a negative impact on net sales and operating income unless the FDA reverses its decision. Net sales of our Methylphenidate ER products during the three and nine months ended June 24, 2016 were \$24.3 million and \$80.1 million, respectively, compared with \$30.0 million and \$112.6 million during the three and nine months ended June 26, 2015, respectively.

#### ***Restructuring Initiatives***

We continue to realign our cost structure due to the changing nature of our business and look for opportunities to achieve operating efficiencies.

During fiscal 2013, our Board of Directors approved a restructuring program in the amount of \$100.0 million to \$125.0 million ("the 2013 Mallinckrodt Program") that was planned to occur over a three-year period from the approval of the program, with an anticipated two-year cost recovery period. Through June 24, 2016, we incurred restructuring charges of \$125.4 million under the 2013 Mallinckrodt Program, which were primarily incurred to generate savings within our SG&A expenses. In addition to the 2013 Mallinckrodt Program, we have taken restructuring actions to generate synergies from our acquisitions.

In July 2016, our Board of Directors approved a \$100.0 million to \$125.0 million restructuring program ("the 2016 Mallinckrodt Program") designed to further improve our cost structure as we continue to transform our business. The 2016 Mallinckrodt Program is expected to include actions across all segments, as well as within corporate functions. There is no specified time period associated with the 2016 Mallinckrodt Program.

## Research and Development Investment

We expect to continue to pursue targeted investments in R&D activities, both for existing products and the development of new portfolio assets. We intend to focus our R&D investments in the specialty pharmaceuticals and biopharmaceuticals areas, specifically investments to support our Specialty Brands, where we believe there is the greatest opportunity for growth and profitability. Our Specialty Brands include medicines for pain management, acute and critical care, and autoimmune and rare diseases ("ARD"). Our primary focus for the latter includes the therapeutic areas of neurology, rheumatology, nephrology, pulmonology and ophthalmology.

*Specialty Brands.* We devote significant R&D resources for our branded products. Our R&D investments center on building a diverse, durable portfolio of innovative therapies that provide value to patients, physicians and payers. We are leveraging both organic development and acquiring late-stage development assets through the execution of our "acquire to invest" strategy to facilitate organic growth. Under this strategy, we acquire highly durable, but currently under-resourced assets for which we believe we can accelerate growth and expand reach to patients with substantial unmet medical needs. Data generation is an important strategic driver for key products in order to extend evidence in approved uses, label enhancements and new indications. Our strategy is realized through investments in both clinical and health economic activities. We are committed to supporting research that helps advance the understanding and treatment of a variety of different disease states that will further the understanding and development of our currently marketed products, including Acthar®, Ofirmev®, Inomax, and Therakos immunotherapy and are progressing development of terlipressin in the U.S.

*Specialty Generics.* Specialty Generics development is focused on controlled substances and hard-to-manufacture pharmaceuticals with difficult-to-replicate pharmacokinetic profiles. As of June 24, 2016, we had several Abbreviated New Drug Applications ("ANDAs") on file with the FDA.

*Nuclear Imaging.* Our R&D efforts in our Nuclear Imaging segment are focused on driving efficiency and regulatory compliance.

## Results of Operations

### Three Months Ended June 24, 2016 Compared with Three Months Ended June 26, 2015

#### Net Sales

Net sales by geographic area were as follows (dollars in millions):

	Three Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
U.S.	\$ 864.5	\$ 770.5	12.2 %
Europe, Middle East and Africa	88.0	73.4	19.9
Other	18.1	33.4	(45.8)
Net sales	<u>\$ 970.6</u>	<u>\$ 877.3</u>	10.6

Net sales for the three months ended June 24, 2016 increased \$93.3 million, or 10.6%, to \$970.6 million, compared with \$877.3 million for the three months ended June 26, 2015. This increase was primarily driven by the inclusion of net sales of Therakos immunotherapy, a full quarter of Inomax net sales, compared with a partial quarter in the prior year, coupled with a favorable contracting cycle in the Inomax business and Acthar volume growth within the Specialty Brands segment. These increases were partially offset by decreased net sales of controlled substances and other products within the Specialty Generics segment and decreased Nuclear Imaging net sales. For further information on changes in our net sales, refer to "Business Segment Results" within Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

#### Operating Income

*Gross profit.* Gross profit for the three months ended June 24, 2016 increased \$37.5 million, or 7.4%, to \$541.3 million, compared with \$503.8 million for the three months ended June 26, 2015. The increase in gross profit primarily resulted from a shift in the mix of net sales toward the higher-margin Specialty Brands segment, due to the inclusion of Therakos immunotherapy and Inomax net sales growth. These increases were partially offset by a \$27.0 million increase in amortization, primarily associated with Therakos immunotherapy, and a \$36.1 million decrease in gross profit from the Specialty Generics segment. Gross profit margin was 55.8% for the three months ended June 24, 2016, compared with 57.4% for the three months ended June 26, 2015. The decrease in gross profit margin was primarily attributable to the increased amortization expense.



*Selling, general and administrative expenses.* SG&A expenses for the three months ended June 24, 2016 were \$248.4 million, compared with \$295.0 million for the three months ended June 26, 2015, a decrease of \$46.6 million, or 15.8%. The decrease was primarily attributable to fiscal 2015 charges of \$15.5 million associated with the settlement of Synacthen related litigation, \$19.6 million of share-based compensation associated with Questcor equity awards that were converted into Mallinckrodt awards at the date of the Questcor Acquisition, that subsequently vested in September 2015, and \$23.5 million of transaction costs primarily related to the Ikaria Acquisition. These decreases were partially offset from the addition of \$8.2 million of SG&A expenses associated with the Ikaria and Therakos acquisitions. SG&A expenses were 25.6% of net sales for the three months ended June 24, 2016 and 33.6% of net sales for the three months ended June 26, 2015.

*Research and development expenses.* R&D expenses increased \$16.2 million, or 27.0%, to \$76.1 million for the three months ended June 24, 2016, compared with \$59.9 million for the three months ended June 26, 2015, after the aforementioned reclassification. Current R&D activities focus on performing clinical studies and publishing clinical and non-clinical experiences and evidence that support health economic and patient outcomes. As a percentage of net sales, R&D expenses were 7.8% and 6.8% for the three months ended June 24, 2016 and June 26, 2015, respectively.

*Restructuring charges, net.* During the three months ended June 24, 2016, we recorded \$15.3 million of restructuring and related charges, net, including \$1.2 million of accelerated depreciation in SG&A and cost of sales, primarily related to employee severance and benefits across our Specialty Brands segment and corporate functions. During the three months ended June 26, 2015, we recorded restructuring and related charges, net, of \$22.7 million, including \$1.5 million of accelerated share-based compensation associated with Questcor unvested equity awards that were converted into Mallinckrodt awards upon the acquisition of Questcor, primarily related to employee severance benefits primarily within the Specialty Brands segment.

### **Non-Operating Items**

*Interest expense and interest income.* During the three months ended June 24, 2016 and June 26, 2015, net interest expense was \$95.2 million and \$72.3 million, respectively. The increase in net interest expense was primarily related to the issuance of approximately \$1.4 billion of debt associated with the Ikaria Acquisition, approximately \$1.3 billion of debt associated with the Therakos Acquisition and a \$7.9 million increase in interest accrued on deferred tax liabilities associated with outstanding installment notes. Interest expense during the three months ended June 24, 2016 and June 26, 2015 included \$6.6 million and \$6.4 million, respectively, of non-cash interest expense.

*Other income (expense), net.* During the three months ended June 24, 2016, we recorded other expense, net, of \$1.3 million and during the three months ended June 26, 2015, we recorded other expense, net, of \$0.4 million, both of which represented miscellaneous items, including gains and losses on intercompany financing foreign currency transactions and related hedging instruments.

*Income tax expense (benefit).* Income tax benefit was \$89.3 million on income from continuing operations before income taxes of \$106.4 million for the three months ended June 24, 2016 and income tax benefit was \$1.2 million on income from continuing operations before income taxes of \$54.4 million for the three months ended June 26, 2015. The effective tax rate for the three months ended June 24, 2016, as compared with the three months ended June 26, 2015 decreased by 81.7 percentage points. Included within this net decrease was a 21.0 percentage point decrease attributable to differing levels of income from continuing operations before taxes for the three months ended June 24, 2016 as compared with the three months ended June 26, 2015. Also within this decrease was a 25.8 percentage point decrease related to the tax benefit of a U.K. tax credit on a dividend between affiliates, which occurred within the three months ended June 24, 2016, and a 12.4 percentage point decrease attributable to the recognition of previously unrecognized tax benefits. The remaining 22.5 percentage point net decrease was predominately due to recent acquisitions which resulted in more income in lower tax rate jurisdictions and less income in the higher tax rate U.S. jurisdiction relative to income in all jurisdictions. The change in the lower tax rate jurisdictions was primarily attributable to increased operating income partially offset by amortization. The change in the U.S. jurisdiction was primarily attributable to increased amortization and the cost of financing recent acquisitions. Of this 22.5 percentage point decrease to the tax rate, 16.0 percentage points can be attributed to the change in operating income and 6.5 percentage points related to changes in acquisition financing and amortization, as well as other non-acquisition related items.

It is reasonably possible that within the next twelve months, as a result of the resolution of various domestic and international examinations, appeals and litigation, additions related to prior period tax positions and the expiration of various statutes of limitation, that the unrecognized tax benefits will decrease by up to \$31.0 million and the amount of related interest and penalties will decrease by up to \$20.1 million.

*Income (loss) from discontinued operations, net of income taxes.* We recorded income from discontinued operations of \$3.6 million during the three months ended June 24, 2016 and income from discontinued operations of \$2.4 million during the three months ended June 26, 2015. The three months ended June 24, 2016 included a \$1.7 million gain on the disposal of the CMDS business. The remaining amounts in both periods primarily related to miscellaneous items, including the results of operations for the CMDS business.

## Nine Months Ended June 24, 2016 Compared with Nine Months Ended June 26, 2015

### Net Sales

Net sales by geographic area were as follows (dollars in millions):

	Nine Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
U.S.	\$ 2,485.7	\$ 2,145.2	15.9 %
Europe, Middle East and Africa	254.4	213.1	19.4
Other	63.3	106.2	(40.4)
Net sales	<u>\$ 2,803.4</u>	<u>\$ 2,464.5</u>	13.8

Net sales for the nine months ended June 24, 2016 increased \$338.9 million, or 13.8%, to \$2,803.4 million, compared with \$2,464.5 million for the nine months ended June 26, 2015. This increase was primarily driven by the inclusion of net sales of Inomax and Therakos immunotherapy along with Acthar growth within the Specialty Brands segment. These increases were partially offset by decreased net sales of Methylphenidate ER, oxycodone-related products, hydrocodone-related products and other controlled substances within the Specialty Generics segment and decreased Nuclear Imaging net sales. For further information on changes in our net sales, refer to "Business Segment Results" within Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

### Operating Income

**Gross profit.** Gross profit for the nine months ended June 24, 2016 increased \$141.1 million, or 10.3%, to \$1,512.6 million, compared with \$1,371.5 million for the nine months ended June 26, 2015. The increase in gross profit primarily resulted from a shift in the mix of net sales toward the higher-margin Specialty Brands segment, due to the inclusion of Inomax and Therakos immunotherapy. These increases were partially offset by a \$126.5 million increase in amortization, primarily associated with Inomax and Therakos immunotherapy, and a \$141.2 million decrease in gross profit from the Specialty Generics segment. During the nine months ended June 24, 2016 and June 26, 2015, gross profit included \$20.9 million and \$39.2 million, respectively, of expense associated with fair value adjustments of acquired inventory. Gross profit margin was 54.0% for the nine months ended June 24, 2016, compared with 55.7% for the nine months ended June 26, 2015. The decrease in gross profit margin was primarily attributable to the increased amortization expense.

**Selling, general and administrative expenses.** SG&A expenses for the nine months ended June 24, 2016 were \$722.1 million, compared with \$827.5 million for the nine months ended June 26, 2015, a decrease of \$105.4 million, or 12.7%. The decrease was primarily attributable to fiscal 2015 charges of \$53.5 million associated with the settlements of Questcor and Synacthen related litigation, \$65.0 million of share-based compensation associated with Questcor equity awards that were converted into Mallinckrodt awards at the date of the Questcor Acquisition, that subsequently vested in September 2015, \$30.6 million of transaction costs, primarily related to the Ikaria Acquisition, and a \$13.3 million environmental charge. The nine months ended June 24, 2016 included \$11.5 million of legal reserve charges and \$10.6 million of benefits from changes in the fair value of contingent consideration liabilities. The remaining change resulted from the addition of \$56.7 million of SG&A expenses associated with the Ikaria and Therakos acquisitions partially offset by benefits from restructuring actions. SG&A expenses were 25.8% of net sales for the nine months ended June 24, 2016 and 33.6% of net sales for the nine months ended June 26, 2015.

**Research and development expenses.** R&D expenses increased \$27.7 million, or 16.2%, to \$198.3 million for the nine months ended June 24, 2016, compared with \$170.6 million for the nine months ended June 26, 2015, after the aforementioned reclassification. Current R&D activities focus on performing clinical studies and publishing clinical and non-clinical experiences and evidence that support health economic and patient outcomes. As a percentage of net sales, R&D expenses were 7.1% and 6.9% for the nine months ended June 24, 2016 and June 26, 2015, respectively.

**Restructuring charges, net.** During the nine months ended June 24, 2016, we recorded \$32.1 million of restructuring and related charges, net, including \$3.0 million of accelerated depreciation in SG&A and cost of sales, primarily related to employee severance and benefits across the Specialty Brands segment and corporate functions. During the nine months ended June 26, 2015, we recorded restructuring and related charges, net, of \$33.6 million, including \$0.2 million of accelerated depreciation in cost of sales and \$9.2 million of accelerated share-based compensation associated with Questcor unvested equity awards that were converted into Mallinckrodt awards upon the acquisition of Questcor, primarily related to employee severance benefits within the Specialty Brands and Specialty Generics segments.

*Non-restructuring impairment charges.* Non-restructuring impairment charges were \$16.9 million for the nine months ended June 24, 2016. The impairments related to in-process research and development intangible assets related to the CNS Therapeutics acquisition in fiscal 2013. The impairments resulted from delays in anticipated FDA approval, higher than expected development costs and lower than previously anticipated commercial opportunities.

### **Non-Operating Items**

*Interest expense and interest income.* During the nine months ended June 24, 2016 and June 26, 2015, net interest expense was \$289.8 million and \$178.0 million, respectively. The increase in net interest expense was primarily related to the issuance of approximately \$1.4 billion of debt associated with the Ikaria Acquisition, approximately \$1.3 billion of debt associated with the Therakos Acquisition and a \$31.5 million increase in interest accrued on deferred tax liabilities associated with outstanding installment notes. Interest expense during the nine months ended June 24, 2016 and June 26, 2015 included \$20.1 million and \$17.4 million, respectively, of non-cash interest expense.

*Other income (expense), net.* We recorded other income, net, of \$8.0 million during the nine months ended June 26, 2015, which represented miscellaneous items, including gains and losses on intercompany financing foreign currency transactions and related hedging instruments. Similar income and expenses incurred during the nine months ended June 24, 2016 resulted in no net expense.

*Income tax expense (benefit).* Income tax benefit was \$175.0 million on income from continuing operations before income taxes of \$256.9 million for the nine months ended June 24, 2016 and income tax benefit was \$45.6 million on income from continuing operations before income taxes of \$172.6 million for the nine months ended June 26, 2015. The effective tax rate for the nine months ended June 24, 2016, as compared with the nine months ended June 26, 2015 decreased by 41.7 percentage points. Included within this net decrease was an 11.0 percentage point decrease attributable to differing levels of income from continuing operations before taxes for the nine months ended June 24, 2016 as compared with the nine months ended June 26, 2015. Also within this decrease was a 10.7 percentage point decrease related to the tax benefit of a U.K. tax credit on a dividend between affiliates, which occurred within the nine months ended June 24, 2016, and a 2.5 percentage point decrease attributable to the recognition of previously unrecognized tax benefits. The remaining 17.5 percentage point net decrease was predominately due to recent acquisitions, which resulted in more income in lower tax rate jurisdictions and less income in the higher tax rate U.S. jurisdiction relative to income in all jurisdictions. The change in the lower tax rate jurisdictions was primarily attributable to increased operating income partially offset by amortization. The change in the U.S. jurisdiction was primarily attributable to increased amortization and the cost of financing recent acquisitions. Of this 17.5 percentage point decrease to the tax rate, 10.8 percentage points can be attributed to the change in operating income and 6.7 percentage points related to changes in acquisition financing and amortization, as well as other non-acquisition related items.

*Income (loss) from discontinued operations, net of income taxes.* We recorded income of \$96.8 million and \$31.3 million from discontinued operations, net of income taxes, during the nine months ended June 24, 2016 and June 26, 2015, respectively. During the nine months ended June 24, 2016, the income from discontinued operations included a \$99.0 million gain on disposal of the CMDS business. The income for the nine months ended June 26, 2015 primarily related to the expiration of a \$22.5 million tax indemnification obligation associated with a business that was disposed of in fiscal 1997. The remaining amounts in both periods primarily related to the results of operations for the CMDS business.

### **Business Segment Results**

The businesses included within our reportable segments are described below:

#### **Specialty Brands**

- includes branded pharmaceutical drugs, primarily for pain management, neonatal critical care respiratory therapeutics and immunotherapy, and biopharmaceutical drugs for autoimmune and rare diseases.

#### **Specialty Generics**

- produces specialty generic pharmaceuticals and API consisting of biologics, medicinal opioids, synthetic controlled substances, acetaminophen and other active ingredients.

#### **Nuclear Imaging**

- manufactures and markets radioactive isotopes and associated pharmaceuticals used for the diagnosis and treatment of disease.

Management measures and evaluates our operating segments based on segment net sales and operating income. Management excludes certain corporate expenses from segment operating income. In addition, certain amounts that management considers to be non-recurring or non-operational are excluded from segment operating income because management evaluates the operating results of the segments excluding such items. These items include net sales and expenses associated with sales of products to the acquirer of the CMDS business under an ongoing supply agreement, intangible asset amortization, and net restructuring and related charges. Although these amounts are excluded from segment operating income, as applicable, they are included in reported consolidated operating income and in the reconciliations presented below. Selected information by business segment is as follows:

**Three Months Ended June 24, 2016 Compared with Three Months Ended June 26, 2015**

**Net Sales**

Net sales by segment are shown in the following table (dollars in millions):

	Three Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
Specialty Brands	\$ 589.3	\$ 446.2	32.1 %
Specialty Generics	263.4	307.9	(14.5)
Nuclear Imaging	104.0	108.8	(4.4)
Net sales of operating segments	956.7	862.9	10.9
Other <sup>(1)</sup>	13.9	14.4	(3.5)
Net sales	<u>\$ 970.6</u>	<u>\$ 877.3</u>	10.6

(1) Represents net sales from an ongoing, post-divestiture supply agreement with the acquirer of the CMDS business. Amounts for periods prior to the divestiture represent the reclassification of intercompany sales to third-party sales to conform with the expected presentation of the ongoing supply agreement.

*Specialty Brands.* Net sales for the three months ended June 24, 2016 increased \$143.1 million to \$589.3 million, compared with \$446.2 million for the three months ended June 26, 2015. The increase in net sales was primarily driven by the acquisition of Therakos which increased net sales by \$52.5 million. Inomax net sales increased by \$39.6 million due to a favorable contracting cycle, increased demand and the timing of the acquisition in fiscal 2015. Net sales of Acthar increased \$29.6 million or 11.0% compared with the three months ended June 26, 2015 due to increased volume.

Net sales for Specialty Brands by geography were as follows (dollars in millions):

	Three Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
U.S.	\$ 569.3	\$ 442.6	28.6%
Europe, Middle East and Africa	18.4	2.5	636.0
Other	1.6	1.1	45.5
Net sales	<u>\$ 589.3</u>	<u>\$ 446.2</u>	32.1

Net sales for Specialty Brands by key products were as follows (dollars in millions):

	Three Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
Acthar	\$ 298.3	\$ 268.7	11.0 %
Inomax	121.1	81.5	48.6
Ofirmev	70.7	62.1	13.8
Therakos immunotherapy	52.5	—	—
Hemostasis products	13.9	—	—
Other	32.8	33.9	(3.2)
Specialty Brands	<u>\$ 589.3</u>	<u>\$ 446.2</u>	32.1

*Specialty Generics.* Net sales for the three months ended June 24, 2016 decreased \$44.5 million, or 14.5%, to \$263.4 million, compared with \$307.9 million for the three months ended June 26, 2015. The decrease in net sales was driven by decreases of \$32.7 million and \$5.7 million in net sales of other controlled substances and Methylphenidate ER, respectively. The decrease in other controlled substances were led by decreases of \$15.7 million and \$12.2 million in Methylphenidate IR and acetaminophen API net sales, respectively, primarily attributable to increased market competition. The decrease in Methylphenidate ER net sales was primarily attributable to the FDA reclassification of these products to therapeutically inequivalent status. Net sales for the three months ended June 24, 2016 reflect a \$9.2 million benefit, across the above product categories, due to a customer's failure to meet certain requirements under a rebate program.

Net sales for Specialty Generics by geography were as follows (dollars in millions):

	Three Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
U.S.	\$ 227.4	\$ 255.1	(10.9)%
Europe, Middle East and Africa	22.5	25.2	(10.7)
Other	13.5	27.6	(51.1)
Net sales	<u>\$ 263.4</u>	<u>\$ 307.9</u>	(14.5)

Net sales for Specialty Generics by key products were as follows (dollars in millions):

	Three Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
Hydrocodone (API) and hydrocodone-containing tablets	\$ 38.2	\$ 37.4	2.1 %
Oxycodone (API) and oxycodone-containing tablets	30.6	31.6	(3.2)
Methylphenidate ER	24.3	30.0	(19.0)
Other controlled substances	124.7	157.4	(20.8)
Other	45.6	51.5	(11.5)
Specialty Generics	<u>\$ 263.4</u>	<u>\$ 307.9</u>	(14.5)

*Nuclear Imaging.* Net sales for the three months ended June 24, 2016 decreased \$4.8 million, or 4.4%, to \$104.0 million compared with \$108.8 million for the three months ended June 26, 2015. The decrease was primarily driven by lower net sales of generators.

Net sales for Nuclear Imaging by geography were as follows (dollars in millions):

	Three Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
U.S.	\$ 67.8	\$ 73.0	(7.1)%
Europe, Middle East and Africa	33.2	31.1	6.8
Other	3.0	4.7	(36.2)
Net sales	<u>\$ 104.0</u>	<u>\$ 108.8</u>	(4.4)

## Operating Income

Operating income by segment and as a percentage of segment net sales for the three months ended June 24, 2016 and June 26, 2015 is shown in the following table (dollars in millions):

	Three Months Ended			
	June 24, 2016		June 26, 2015	
Specialty Brands	\$ 305.5	51.8%	\$ 189.2	42.4%
Specialty Generics	101.2	38.4	157.2	51.1
Nuclear Imaging	22.6	21.7	23.8	21.9
Segment operating income	429.3	44.9	370.2	42.9
Unallocated amounts:				
Corporate and allocated expenses	(35.3)		(71.4)	
Intangible asset amortization	(175.8)		(149.0)	
Restructuring and related charges, net <sup>(1)</sup>	(15.3)		(22.7)	
Total operating income	\$ 202.9		\$ 127.1	

(1) Includes restructuring-related accelerated depreciation.

*Specialty Brands.* Operating income for the three months ended June 24, 2016 increased \$116.3 million to \$305.5 million, compared with \$189.2 million for the three months ended June 26, 2015. Operating margin increased to 51.8% for the three months ended June 24, 2016, compared with 42.4% for the three months ended June 26, 2015. The increase in operating income and margin was impacted by the \$143.1 million increase in net sales, primarily attributable to the acquisition of Therakos immunotherapy, the timing of the Inomax acquisition and strong Acthar performance. Operating income also benefited from a \$16.4 million decrease in SG&A expenses, which reflects \$19.6 million of share-based compensation expense associated with Questcor Acquisition equity awards during fiscal 2015 that did not recur in the current year. These factors were partially offset by a \$9.1 million increase in R&D expenses in fiscal 2016.

*Specialty Generics.* Operating income for the three months ended June 24, 2016 decreased \$56.0 million to \$101.2 million, compared with \$157.2 million for the three months ended June 26, 2015. Operating margin decreased to 38.4% for the three months ended June 24, 2016, compared with 51.1% for the three months ended June 26, 2015. The decrease in operating income and margin was impacted by the \$44.5 million decrease in net sales, which resulted in a \$36.1 million unfavorable gross profit impact, due to increased competition for volume and pricing in several product categories. In addition, there was a \$15.8 million increase in R&D expenses in fiscal 2016.

*Nuclear Imaging.* Operating income for the three months ended June 24, 2016 decreased \$1.2 million to \$22.6 million, compared with \$23.8 million for the three months ended June 26, 2015. Operating margin decreased to 21.7% for the three months ended June 24, 2016, compared with 21.9% for the three months ended June 26, 2015. The decrease in operating income and margin was primarily attributable to an \$8.3 million decrease in gross profit that was partially offset by a \$6.6 million decrease in R&D expenses.

*Corporate and allocated expenses.* Corporate and allocated expenses were \$35.3 million and \$71.4 million for the three months ended June 24, 2016 and June 26, 2015, respectively. The three months ended June 24, 2016 included a \$4.3 million benefit from a change in the fair value of a contingent consideration liability and \$2.9 million of expense associated with the distribution of drug deactivation pouches to fight prescription drug abuse. The three months ended June 26, 2015 included \$23.5 million of transaction costs associated with the Ikaria acquisition and a \$15.5 million expense from the settlement of Synacthen related litigation. The remaining increase is attributable to higher regulatory and employee costs.

**Nine Months Ended June 24, 2016 Compared with Nine Months Ended June 26, 2015**

**Net Sales**

Net sales by segment are shown in the following table (dollars in millions):

	Nine Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
Specialty Brands	\$ 1,667.5	\$ 1,154.1	44.5 %
Specialty Generics	785.4	954.9	(17.8)
Nuclear Imaging	309.8	320.2	(3.2)
Net sales of operating segments	2,762.7	2,429.2	13.7
Other <sup>(1)</sup>	40.7	35.3	15.3
Net sales	<u>\$ 2,803.4</u>	<u>\$ 2,464.5</u>	13.8

(1) Represents net sales from an ongoing, post-divestiture supply agreement with the acquirer of the CMDS business. Amounts for periods prior to the divestiture represent the reclassification of intercompany sales to third-party sales to conform with the expected presentation of the ongoing supply agreement.

*Specialty Brands.* Net sales for the nine months ended June 24, 2016 increased \$513.4 million to \$1,667.5 million, compared with \$1,154.1 million for the nine months ended June 26, 2015. The increase in net sales was primarily driven by the acquisition and growth of Inomax and the acquisition of Therakos immunotherapy, which increased net sales by \$265.9 million and \$153.1 million, respectively. In addition, net sales of Acthar increased by \$70.3 million or 9.2% compared with the nine months ended June 26, 2015 primarily due to increased volume. Other Specialty Brands included a \$6.8 million benefit due to lower than expected returns of Exalgo following the loss of exclusivity in May 2014.

Net sales for Specialty Brands by geography were as follows (dollars in millions):

	Nine Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
U.S.	\$ 1,611.0	\$ 1,145.0	40.7%
Europe, Middle East and Africa	52.1	8.0	551.3
Other	4.4	1.1	300.0
Net sales	<u>\$ 1,667.5</u>	<u>\$ 1,154.1</u>	44.5

Net sales for Specialty Brands by key products were as follows (dollars in millions):

	Nine Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
Acthar	\$ 833.4	\$ 763.1	9.2 %
Inomax	347.4	81.5	326.3
Ofirmev	208.7	201.6	3.5
Therakos immunotherapy	153.1	—	—
Hemostasis products	25.3	—	—
Other	99.6	107.9	(7.7)
Specialty Brands	<u>\$ 1,667.5</u>	<u>\$ 1,154.1</u>	44.5

*Specialty Generics.* Net sales for the nine months ended June 24, 2016 decreased \$169.5 million, or 17.8%, to \$785.4 million, compared with \$954.9 million for the nine months ended June 26, 2015. The decrease in net sales was driven by decreases of \$58.4 million, \$32.5 million, \$29.8 million and \$22.3 million in net sales of other controlled substances, Methylphenidate ER, oxycodone-related products, and hydrocodone-related products, respectively. Other generics decreased by \$26.5 million primarily attributable to lower net sales of contract manufacturing operations. The decrease in other controlled substances, oxycodone-related products, and hydrocodone-related products net sales were related to increased market competition. The decrease in Methylphenidate ER net sales was primarily attributable to the FDA reclassification of these products to therapeutically inequivalent status.

Net sales for Specialty Generics by geography were as follows (dollars in millions):

	Nine Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
U.S.	\$ 670.2	\$ 791.6	(15.3)%
Europe, Middle East and Africa	64.8	74.8	(13.4)
Other	50.4	88.5	(43.1)
Net sales	\$ 785.4	\$ 954.9	(17.8)

Net sales for Specialty Generics by key products were as follows (dollars in millions):

	Nine Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
Hydrocodone (API) and hydrocodone-containing tablets	\$ 115.7	\$ 138.0	(16.2)%
Oxycodone (API) and oxycodone-containing tablets	97.4	127.2	(23.4)
Methylphenidate ER	80.1	112.6	(28.9)
Other controlled substances	356.3	414.7	(14.1)
Other	135.9	162.4	(16.3)
Specialty Generics	\$ 785.4	\$ 954.9	(17.8)

*Nuclear Imaging.* Net sales for the nine months ended June 24, 2016 decreased \$10.4 million, or 3.2%, to \$309.8 million compared with \$320.2 million for the nine months ended June 26, 2015. The decrease was primarily driven by a \$5.7 million unfavorable impact from exchange rates.

Net sales for Nuclear Imaging by geography were as follows (dollars in millions):

	Nine Months Ended		Percentage Change
	June 24, 2016	June 26, 2015	
U.S.	\$ 204.5	\$ 208.7	(2.0)%
Europe, Middle East and Africa	96.8	94.9	2.0
Other	8.5	16.6	(48.8)
Net sales	\$ 309.8	\$ 320.2	(3.2)



## Operating Income

Operating income by segment and as a percentage of segment net sales for the nine months ended June 24, 2016 and June 26, 2015 is shown in the following table (dollars in millions):

	Nine Months Ended			
	June 24, 2016		June 26, 2015	
Specialty Brands	\$ 840.6	50.4%	\$ 434.8	37.7%
Specialty Generics	321.0	40.9	501.4	52.5
Nuclear Imaging	68.7	22.2	47.4	14.8
Segment operating income	1,230.3	44.5	983.6	40.5
Unallocated amounts:				
Corporate and allocated expenses	(110.4)		(210.7)	
Intangible asset amortization	(524.2)		(396.7)	
Restructuring and related charges, net <sup>(1)</sup>	(32.1)		(33.6)	
Non-restructuring impairment charges	(16.9)		—	
Total operating income	<u>\$ 546.7</u>		<u>\$ 342.6</u>	

(1) Includes restructuring-related accelerated depreciation.

*Specialty Brands.* Operating income for the nine months ended June 24, 2016 increased \$405.8 million to \$840.6 million, compared with \$434.8 million for the nine months ended June 26, 2015. Operating margin increased to 50.4% for the nine months ended June 24, 2016, compared with 37.7% for the nine months ended June 26, 2015. The increase in operating income and margin was impacted by the \$513.4 million increase in net sales, primarily attributable to the acquisitions of Inomax and Therakos immunotherapy. These higher net sales were partially offset by a net \$4.5 million increase in SG&A expenses. The net increase was attributable to increased branded pharmaceutical fees, legal costs and \$56.7 million of incremental costs from acquisitions; these factors were partially offset by \$65.0 million of share-based compensation expense associated with Questcor Acquisition equity awards during fiscal 2015 that did not recur in the current year. Increased R&D expenses reduced operating income by \$19.7 million.

*Specialty Generics.* Operating income for the nine months ended June 24, 2016 decreased \$180.4 million to \$321.0 million, compared with \$501.4 million for the nine months ended June 26, 2015. Operating margin decreased to 40.9% for the nine months ended June 24, 2016, compared with 52.5% for the nine months ended June 26, 2015. The decrease in operating income and margin was impacted by the \$169.5 million decrease in net sales, which resulted in an \$141.2 million unfavorable gross profit impact, due to increased competition in several product categories. Increased R&D expenses reduced operating income by \$35.5 million.

*Nuclear Imaging.* Operating income for the nine months ended June 24, 2016 increased \$21.3 million to \$68.7 million, compared with \$47.4 million for the nine months ended June 26, 2015. Operating margin increased to 22.2% for the nine months ended June 24, 2016, compared with 14.8% for the nine months ended June 26, 2015. The increase in operating income and margin was primarily attributable to a \$19.6 million reduction in SG&A expenses primarily due to benefits from restructuring actions and a \$24.8 million decrease in R&D expenses. These factors were partially offset by a \$23.0 million decrease in gross profit, attributable to lower net sales and the unscheduled shutdown of the High Flux Reactor early in the current fiscal year.

*Corporate and allocated expenses.* Corporate and allocated expenses were \$110.4 million and \$210.7 million for the nine months ended June 24, 2016 and June 26, 2015, respectively. The nine months ended June 24, 2016 included \$11.5 million of provisions for legal matters and \$10.6 million in benefit from a change in the fair value of contingent consideration liabilities. The nine months ended June 26, 2015 included \$53.5 million associated with the settlement of Questcor and Synacthen related litigation matters, a \$13.3 million environmental remediation charge and \$30.6 million of transaction costs, primarily associated with the Ikaria acquisition.

## Liquidity and Capital Resources

Significant factors driving our liquidity position include cash flows generated from operating activities, financing transactions, capital expenditures and cash paid in connection with acquisitions and license agreements. We believe that our future cash from operations, borrowing capacity under our revolving credit facility and access to capital markets will provide adequate resources to fund our working capital needs, capital expenditures and strategic investments for the foreseeable future.

A summary of our cash flows from operating, investing and financing activities is provided in the following table (dollars in millions):

	Nine Months Ended	
	June 24, 2016	June 26, 2015
<b>Net cash provided by (used in):</b>		
Operating activities	\$ 994.4	\$ 559.2
Investing activities	16.4	(1,288.1)
Financing activities	(855.4)	253.5
Effect of currency exchange rate changes on cash and cash equivalents	0.6	(7.1)
Net increase (decrease) in cash and cash equivalents	\$ 156.0	\$ (482.5)

### Operating Activities

Net cash provided by operating activities of \$994.4 million for the nine months ended June 24, 2016 was primarily attributable to income from continuing operations, as adjusted for non-cash items, in addition to a \$193.9 million inflow from net investment in working capital. The working capital inflow was primarily driven by a \$140.7 million inflow from net tax related balances, a \$51.2 million decrease in accounts receivable, net, and a \$17.1 million inflow in other assets and liabilities, partially offset by an \$8.6 million decrease in accounts payable. The inflow from tax related balances was primarily attributable to refunds of tax overpayments. The decrease in accounts receivable, net, was primarily due to timing of annual customer incentive payments and sales within the period.

Net cash provided by operating activities of \$559.2 million for the nine months ended June 26, 2015 was primarily attributable to income from continuing operations, as adjusted for non-cash items, partially offset by a \$69.0 million outflow from net investment in working capital. The working capital net outflow was primarily driven by a \$161.1 million decrease in other assets and liabilities and a \$22.9 million increase in accounts receivable, net, partially offset by a \$61.6 million inflow from net tax related balances, a \$36.9 million decrease in inventory, and a \$16.5 million increase in accounts payable. The \$161.1 million decrease in other assets and liabilities resulted largely from the annual payout of cash bonuses for performance in the prior fiscal year, restructuring payments and royalty payments. The inflow from tax related balances was primarily attributable to refunds of tax overpayments.

On March 31, 2016, we terminated six of our previously frozen U.S. pension plans. We are evaluating alternatives to settle the outstanding obligations of these pension plans, and expect final settlement to occur during fiscal 2017, subject to customary regulatory approvals. Our ultimate settlement obligation is expected to be funded with cash on hand.

### Investing Activities

Net cash provided by investing activities was \$16.4 million for the nine months ended June 24, 2016, compared with a \$1,288.1 million cash outflow for the nine months ended June 26, 2015. The \$1,304.5 million increase in cash inflows primarily resulted from a \$170.2 million net cash outflow for the Hemostasis Acquisition in the nine months ended June 24, 2016 compared with a \$1,176.3 million net cash outflow for the acquisition of Ikaria in the nine months ended June 26, 2015. The increase was also impacted by a \$267.0 million cash inflow from the sale of the CMDS operations and a net \$69.0 million increase in cash inflows from restricted cash transactions. The cash that was restricted during the nine months ended June 26, 2015 was released during the nine months ended June 24, 2016 along with the cash that was previously restricted for payment of Synacthen contingent consideration. These factors were partially offset by a \$41.0 million increase in cash outflows for capital expenditures.

### Financing Activities

Net cash used in financing activities was \$855.4 million for the nine months ended June 24, 2016, compared with \$253.5 million net cash provided by financing activities for the nine months ended June 26, 2015. The \$1,108.9 million increase in cash outflows largely resulted from a \$1,621.7 million decrease in cash inflows from issuance of external debt, a \$586.6 million increase in cash outflows for the repurchase of our ordinary shares, a \$51.6 million decrease in cash inflows from proceeds from stock option exercises

and the related excess tax benefits, and a \$24.9 million increase in cash outflows for payments of contingent consideration primarily due to the final BioVectra contingent consideration payment, partially offset by a \$1,150.7 million decrease in cash outflows from repayments of external debt and capital leases and a \$25.2 million decrease in cash outflows from debt financing costs. The higher debt activity in the nine months ended June 26, 2015 was primarily attributable to financing of the Ikaria Acquisition and immediate repayment of debt assumed in that transaction.

In July 2016, we repaid \$250.0 million on our outstanding revolving credit facility, which increased the available borrowing capacity under the revolving credit facility.

### ***Debt and Capitalization***

At June 24, 2016, the total principal amount of debt was \$6,396.0 million as compared with the total principal amount of debt at September 25, 2015 of \$6,606.5 million. The total principal amount of debt at June 24, 2016 was comprised of \$3,946.2 million of fixed-rate instruments, \$1,963.5 million of variable-rate term loans, \$250.0 million of borrowings under a variable-rate revolving credit facility, \$235.0 million of borrowings under a variable-rate securitization program and \$1.3 million of capital lease obligations. The variable-rate term loan interest rates are based on LIBOR, subject to a minimum LIBOR level of 0.75% with interest payments generally expected to be payable every 90 days, and requires quarterly principal payments equal to 0.25% of the original principal amount. As of June 24, 2016, our fixed-rate instruments have a weighted-average interest rate of 5.29% and pay interest at various dates throughout the fiscal year. Our receivable securitization program bears interest based on one-month LIBOR plus a margin of 0.80% and has a capacity of \$250.0 million that may, subject to certain conditions, be increased to \$300.0 million.

In November 2015, our Board of Directors authorized us to reduce our outstanding debt at our discretion. As market conditions warrant, we may from time to time repurchase debt securities issued by us, in the open market, in privately negotiated transactions, by tender offer or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements and other factors. The amounts involved may be material. During the nine months ended June 24, 2016, we repurchased \$26.0 million of face value of our debt.

At June 24, 2016, \$22.1 million of our debt was classified as current, as these payments are expected to be made within the next twelve months.

In addition to the borrowing capacity under our receivable securitization program, we have a \$500.0 million revolving credit facility. At June 24, 2016, we had \$250.0 million outstanding under our revolving credit facility. As such there was \$250.0 million of additional borrowing capacity under our revolving credit facility.

As of June 24, 2016, we were, and expect to remain, in full compliance with the provisions and covenants associated with our debt agreements.

### ***Commitments and Contingencies***

#### ***Legal Proceedings***

We are subject to various legal proceedings and claims, including patent infringement claims, product liability matters, environmental matters, employment disputes, contractual disputes and other commercial disputes, including those described in Note 16 of Notes to Condensed Consolidated Financial Statements. We believe that these legal proceedings and claims likely will be resolved over an extended period of time. Although it is not feasible to predict the outcome of these matters, we believe, unless indicated in Note 16 of Notes to Condensed Consolidated Financial Statements, given the information currently available, that their ultimate resolutions will not have a material adverse effect on our financial condition, results of operations and cash flows.

#### ***Guarantees***

In disposing of assets or businesses, we have historically provided representations, warranties and indemnities to cover various risks and liabilities, including unknown damage to the assets, environmental risks involved in the sale of real estate, liability to investigate and remediate environmental contamination at waste disposal sites and manufacturing facilities, and unidentified tax liabilities related to periods prior to disposition. We assess the probability of potential liabilities related to such representations, warranties and indemnities and adjust potential liabilities as a result of changes in facts and circumstances. We believe, given the information currently available, that their ultimate resolutions will not have a material adverse effect on our financial condition, results of operations and cash flows.

In connection with the sale of the Specialty Chemicals business (formerly known as Mallinckrodt Baker) in fiscal 2010, we agreed to indemnify the purchaser with respect to various matters, including certain environmental, health, safety, tax and other

matters. The indemnification obligations relating to certain environmental, health and safety matters have a term of 17 years from the date of sale, while some of the other indemnification obligations have an indefinite term. The amount of the liability relating to all of these indemnification obligations included in other liabilities on our unaudited condensed consolidated balance sheet as of June 24, 2016 was \$15.8 million, of which \$13.0 million related to environmental, health and safety matters. The value of the environmental, health and safety indemnity was measured based on the probability-weighted present value of the costs expected to be incurred to address environmental, health and safety claims made under the indemnity. The aggregate fair value of these indemnification obligations did not differ significantly from their aggregate carrying value at June 24, 2016. As of June 24, 2016, the maximum future payments we could be required to make under these indemnification obligations was \$71.0 million. We were required to pay \$30.0 million into an escrow account as collateral to the purchaser, of which \$19.0 million remained in other assets on our unaudited condensed consolidated balance sheet at June 24, 2016.

We have recorded liabilities for known indemnification obligations included as part of environmental liabilities, which are discussed in Note 16 of Notes to Condensed Consolidated Financial Statements.

In addition, we are also liable for product performance; however, we believe, given the information currently available, that their ultimate resolutions will not have a material adverse effect on our financial condition, results of operations and cash flows.

### **Off-Balance Sheet Arrangements**

We are required to provide the U.S. Nuclear Regulatory Commission financial assurance demonstrating our ability to fund the decommissioning of our Maryland Heights, Missouri radiopharmaceuticals production facility upon closure, though we do not intend to close this facility. We have provided this financial assurance in the form of a \$57.2 million surety bond. As of June 24, 2016, we had various other letters of credit, guarantees and surety bonds totaling \$33.1 million.

In April 2015, the Company terminated a letter of credit that guaranteed decommissioning costs associated with a former nuclear regulatory commission-licensed operation at its Saint Louis, Missouri plant and placed \$21.1 million of restricted cash on deposit with a trustee. In February 2016, following completion of the decommissioning efforts, the trustee returned the cash on deposit and it was available for general use.

We exchanged title to \$88.0 million of our plant assets in return for an equal amount of Industrial Revenue Bonds ("IRB") issued by Saint Louis County. We also simultaneously leased such assets back from Saint Louis County under a capital lease expiring December 2025, the terms of which provide us with the right of offset against the IRBs. The lease also provides an option for us to repurchase the assets at the end of the lease for nominal consideration. These transactions collectively result in a property tax abatement for ten years from the date the property was placed in service. Due to the right of offset, the capital lease obligations and IRB assets are recorded net, and therefore do not appear in the unaudited condensed consolidated balance sheets. We expect that the right of offset will be applied to payments required under these arrangements. During the third quarter of fiscal 2016, the Company and St. Louis County agreed on a change in valuation of the plant assets and IRBs and a sale of additional assets to St. Louis County. The net effect of the agreements between the Company and St. Louis County during the quarter resulted in a new valuation of plant assets of \$73.7 million, a decrease of \$14.3 million.

In addition, the separation and distribution agreement entered into with Covidien provides for cross-indemnities principally designed to place financial responsibility of the obligations and liabilities of our business with us and financial responsibility for the obligations and liabilities of Covidien's remaining business with Covidien, among other indemnities.

### **Critical Accounting Policies and Estimates**

The preparation of our unaudited condensed consolidated financial statements in conformity with accounting principles generally accepted in the U.S. requires management to use judgment in making estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosure of contingent assets and liabilities.

We believe that our accounting policies for revenue recognition, goodwill and other intangible assets, acquisitions, contingencies and income taxes are based on, among other things, judgments and assumptions made by management that include inherent risks and uncertainties. During the nine months ended June 24, 2016, there were no significant changes to these policies or in the underlying accounting assumptions and estimates used in the above critical accounting policies from those disclosed in our Annual Report on Form 10-K for the year ended September 25, 2015.

## **Forward-Looking Statements**

We have made forward-looking statements in this Quarterly Report on Form 10-Q that are based on management's beliefs and assumptions and on information currently available to management. Forward-looking statements include, but are not limited to, information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, potential growth opportunities, potential operating performance improvements, the effects of competition and the effects of future legislation or regulations. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believe," "expect," "plan," "intend," "project," "anticipate," "estimate," "predict," "potential," "continue," "may," "should" or the negative of these terms or similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. You should not place undue reliance on any forward-looking statements.

The risk factors included within Item 1A. of our Annual Report on Form 10-K for the fiscal year ended September 25, 2015 and within Part II, Item 1A of this Quarterly Report on Form 10-Q could cause our results to differ materially from those expressed in forward-looking statements. There may be other risks and uncertainties that we are unable to predict at this time or that we currently do not expect to have a material adverse effect on our business.

These forward-looking statements are made as of the filing date of this Quarterly Report on Form 10-Q. We expressly disclaim any obligation to update these forward-looking statements other than as required by law.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Our operations include activities in the U.S. and countries outside of the U.S. These operations expose us to a variety of market risks, including the effects of changes in interest rates and currency exchange rates. We monitor and manage these financial exposures as an integral part of our overall risk management program. We do not utilize derivative instruments for trading or speculative purposes.

#### ***Interest Rate Risk***

Our exposure to interest rate risk relates primarily to our variable-rate debt instruments, which bear interest based on LIBOR plus margin. As of June 24, 2016, our outstanding debt included \$1,963.5 million variable-rate debt on our senior secured term loan, \$250.0 million on our senior unsecured revolving credit facility and \$235.0 million variable-rate debt on our receivables securitization program. Assuming a one percent increase in the applicable interest rates, in excess of applicable minimum floors, quarterly interest expense would increase by approximately \$6.1 million.

The remaining outstanding debt as of June 24, 2016 is fixed-rate debt. Changes in market interest rates generally affect the fair value of fixed-rate debt, but do not impact earnings or cash flows.

#### ***Currency Risk***

Certain net sales and costs of our non-U.S. operations are denominated in the local currency of the respective countries. As such, profits from these subsidiaries may be impacted by fluctuations in the value of these local currencies relative to the U.S. Dollar. We also have significant intercompany financing arrangements that may result in gains and losses in our results of operations. In an effort to mitigate the impact of currency exchange rate effects we may hedge certain operational and intercompany transactions; however, our hedging strategies may not fully offset gains and losses recognized in our results of operations.

The unaudited condensed consolidated statement of income is significantly exposed to currency risk from intercompany financing arrangements, which primarily consist of intercompany debt and intercompany cash pooling, where the denominated currency of the transaction differs from the functional currency of one or more of our subsidiaries. We performed a sensitivity analysis for these arrangements as of June 24, 2016 that measures the potential unfavorable impact to income from continuing operations before income taxes from a hypothetical 10.0% adverse movement in foreign exchange rates relative to the U.S. Dollar, with all other variables held constant. The aggregate potential unfavorable impact from a hypothetical 10.0% adverse change in foreign exchange rates was \$18.6 million as of June 24, 2016. This hypothetical loss does not reflect any hypothetical benefits that would be derived from hedging activities, including cash holdings in similar foreign currencies that we have historically utilized to mitigate our exposure to movements in foreign exchange rates.

The financial results of our non-U.S. operations are translated into U.S. Dollars, further exposing us to currency exchange rate fluctuations. We have performed a sensitivity analysis as of June 24, 2016 that measures the change in the net financial position arising from a hypothetical 10.0% adverse movement in the exchange rates of the Euro and the Canadian Dollar, our most widely used foreign currencies, relative to the U.S. Dollar, with all other variables held constant. The aggregate potential change in net financial position from a hypothetical 10.0% adverse change in the above currencies was \$30.7 million as of June 24, 2016. The change in the net financial position associated with the translation of these currencies is generally recorded as an unrealized gain or loss on foreign currency translation within accumulated other comprehensive income in shareholders' equity of our unaudited condensed consolidated balance sheets.

**Item 4. Controls and Procedures.**

***Evaluation of Disclosure Controls and Procedures***

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended ("the Exchange Act"), is recorded, processed, summarized and reported within the specified time periods, and that such information is accumulated and communicated to management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required disclosure.

Our management, with the participation of our CEO and CFO, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, our CEO and CFO concluded that, as of that date, our disclosure controls and procedures were effective.

***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting that occurred during the quarter ended June 24, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings.

We are subject to various legal proceedings and claims, including patent infringement claims, product liability matters, environmental matters, employment disputes, contractual disputes and other commercial disputes, including those described in Note 16 of Notes to Condensed Consolidated Financial Statements. We believe that these legal proceedings and claims likely will be resolved over an extended period of time. Although it is not feasible to predict the outcome of these matters, we believe, unless indicated in Note 16 of Notes to Condensed Consolidated Financial Statements, given the information currently available, that their ultimate resolutions will not have a material adverse effect on our financial condition, results of operations and cash flows. For further information on pending legal proceedings, refer to Note 16 of Notes to Condensed Consolidated Financial Statements.

### Item 1A. Risk Factors.

The risk factors set forth below supplement the risk factors previously disclosed in Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended September 25, 2015, filed with the SEC on November 24, 2015.

#### ***Our status as a foreign corporation for U.S. federal tax purposes could be affected by a change in law.***

We believe that, under current law, we are treated as a foreign corporation for U.S. federal tax purposes. In April 2016, the U.S. Department of the Treasury issued Temporary Regulations promulgated under Internal Revenue Code Section 7874 to reduce the tax benefits of or preclude entirely certain inversion transactions. The Company does not believe these Temporary Regulations will have a material impact to the Company's status as a foreign corporation for U.S. federal tax purposes. However, other changes in tax law, such as the inversion rules in Section 7874 or the U.S. Treasury Regulations promulgated thereunder or other IRS guidance could adversely affect our status as a foreign corporation for U.S. federal tax purposes, and any such changes could have prospective or retroactive application to us and our shareholders and affiliates. In addition, recent legislative proposals have aimed to expand the scope of U.S. corporate tax residence, and such legislation, if passed, could have an adverse effect on us. For example, the President, U.S. Department of the Treasury, and Congress have issued recent proposals that would amend the anti-inversion rules. Although the proposals would generally apply to prospective transactions, no assurance can be given that such proposals will not be changed in the legislative process to apply to prior transactions.

#### ***Future changes to U.S. and foreign tax laws could adversely affect us.***

The European Commission, U.S. Congress and Treasury Department, the Organization for Economic Co-operation and Development, and other government agencies in jurisdictions where we and our affiliates do business have had an extended focus on issues related to the taxation of multinational corporations, particularly payments made between affiliates from a jurisdiction with high tax rates to a jurisdiction with lower tax rates. As a result, the tax laws in the European Union, U.S. and other countries in which we and our affiliates do business could change on a prospective or retroactive basis, and any such changes could adversely affect us and our affiliates.

Recent examples include the Organization for Economic Co-operation and Development's recommendations on base erosion and profit shifting, the European Commission's Anti-Tax Avoidance Package and Switzerland's Corporate Tax Reform III. These initiatives include recommendations and proposals that, if enacted in countries in which we and our affiliates do business, could adversely affect us and our affiliates.

Within the U.S., the Department of the Treasury in April 2016 issued Proposed Regulations under Internal Revenue Code Section 385 ("the Proposed Regulations") which address the debt versus equity characterization of payments made between affiliates. The Proposed Regulations are subject to change, and may or may not be issued in final form. If the Proposed Regulations are finalized, the consequences of intercompany funding transactions after April 4, 2016 may not be as intended by their form. Additionally, the President, and Congress have issued recent proposals that would amend the interest deductibility rules, potentially further limiting the U.S. tax deductibility of net interest payments made between U.S. taxpayers and their non-U.S. affiliates. These proposals, if enacted, could adversely affect us and our affiliates.



***We may experience pricing pressure on certain of our products due to legal changes or changes in insurers' reimbursement practices resulting from recent increased public scrutiny of healthcare and pharmaceutical costs, which could reduce our future revenue and profitability.***

Recent public and governmental scrutiny of the cost of healthcare generally and pharmaceuticals in particular, especially in connection with price increases of certain products, could affect our ability to maintain or increase the prices of one or more of our products, which could negatively impact our future revenue and profitability. Certain press reports and other commentary have criticized the substantial increases in the price of Acthar that occurred prior to our acquisition of the product. Acthar represented 29.7% of our net sales for the nine months ended June 24, 2016. In addition, U.S. federal prosecutors recently issued subpoenas to another pharmaceutical company seeking information about its drug pricing practices, among other issues, and members of the U.S. Congress have sought information from certain pharmaceutical companies (not including Mallinckrodt) relating to drug price increases. We cannot predict whether any particular legislative or regulatory changes or changes in insurers' reimbursement practices may result from any such public scrutiny, what the nature of any such changes might be or what impact they may have on us. If legislative or regulatory action were taken or insurers changed their reimbursement practices to limit our ability to maintain or increase the prices of our products, our future revenue and profitability could be negatively affected.

***Our share price may fluctuate significantly.***

The market price of our ordinary shares may fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- actual or anticipated fluctuations in our results of operations;
- changes in earnings estimated by securities analysts or our ability to meet those estimates;
- perceived impacts to our results from acquisitions of products, licenses rights or businesses;
- the operating and share price performance of comparable companies;
- actual or anticipated sales of our ordinary shares;
- allegations by third parties (even if unsubstantiated) regarding our products or business practices;
- publicity and media reports regarding actual or potential competitive or other developments in the markets we serve;
- new regulations or legislation in the U.S. relating to the development, sale or pricing of pharmaceuticals or medical devices;
- political pressure to reduce the pricing of pharmaceuticals;
- continued consolidation in pharmacy networks and among insurers that may further increase their competitive market power;
- changes to the regulatory and legal environment in which we operate; and
- U.S. and worldwide economic conditions.

Third parties, some of whom may have taken investment positions that would increase in value if our share price declines ("short sellers"), may make allegations related to our products or business practices. These short sellers make a profit when our shares decline in value, and their actions and public statements, and the resulting publicity, may cause further volatility in our share price. In November 2015, one short seller publicly made assertions regarding Acthar that were not substantiated in any way. In March 2016 the short seller reiterated, again without any substantiation, many of the same assertions. On both occasions, the unsubstantiated assertions attracted media attention and our share price fluctuated. This volatility may cause the value of a shareholder's investment to decline.

In addition, when the market price of a company's ordinary shares drops significantly, shareholders often institute securities class action lawsuits against the company. A lawsuit against us could cause us to incur substantial costs and could divert the time and attention of our management and other resources.

Furthermore, we cannot guarantee that an active trading market for our ordinary shares will continue to exist.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.****(c) Issuer Purchases of Securities**

The following table summarizes the repurchase activity of our ordinary shares during the three months ended June 24, 2016. The repurchase activity presented below includes both market repurchases of shares and deemed repurchases in connection with the vesting of restricted share units under employee benefit plans to satisfy minimum statutory tax withholding obligations.

On November 19, 2015, our Board of Directors authorized a \$500.0 million share repurchase program (the “November 2015 Program”). The November 2015 Program commenced after the \$300.0 million share repurchase program authorized by our Board of Directors on January 23, 2015 was completed in the first fiscal quarter of 2016. On March 16, 2016, our Board of Directors authorized a new \$350.0 million share repurchase program (the “March 2016 Program”) which will commence upon the completion of the November 2015 Program. These programs have no time limit or expiration date, and we currently expect to fully utilize each program.

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under Plans or Programs
March 26, 2016 to April 22, 2016	730	\$ 64.31	—	\$ 575.0
April 23, 2016 to May 27, 2016	1,517,476	58.21	1,517,460	486.7
May 28, 2016 to June 24, 2016	185,941	64.56	185,921	474.7

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit</b>
3.1	Certificate of Incorporation of Mallinckrodt plc (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed July 1, 2013).
3.2	Amended and Restated Memorandum and Articles of Association of Mallinckrodt plc (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed July 1, 2013).
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Data File (Form 10-Q for the quarterly period ended June 24, 2016 filed in XBRL). The financial information contained in the XBRL-related documents is "unaudited" and "unreviewed."

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

## 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, thereunto duly authorized.

### MALLINCKRODT PUBLIC LIMITED COMPANY

By: /s/ Matthew K. Harbaugh

Matthew K. Harbaugh  
*Senior Vice President and Chief Financial Officer*  
*(principal financial officer)*

Date: August 2, 2016

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark C. Trudeau, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mallinckrodt plc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2016

By: /s/ Mark C. Trudeau  
**Mark C. Trudeau**  
*President and Chief Executive Officer*  
*(principal executive officer)*

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Matthew K. Harbaugh, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mallinckrodt plc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2016

By: */s/ Matthew K. Harbaugh*

**Matthew K. Harbaugh**

*Senior Vice President and Chief Financial Officer  
(principal financial officer)*

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officers of Mallinckrodt plc ("the Company") hereby certify to their knowledge that the Company's quarterly report on Form 10-Q for the period ended June 24, 2016 ("the Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Mark C. Trudeau

**Mark C. Trudeau**

*President and Chief Executive Officer*

August 2, 2016

By: /s/ Matthew K. Harbaugh

**Matthew K. Harbaugh**

*Senior Vice President and Chief Financial Officer*

August 2, 2016