
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **October 5, 2022**

Mallinckrodt plc

(Exact name of registrant as specified in its charter)

Ireland

(State or other jurisdiction of incorporation)

001-35803

(Commission File Number)

98-1088325

(IRS Employer Identification No.)

College Business & Technology Park, Cruiserath, Blanchardstown, Dublin 15, Ireland

(Address of principal executive offices)

+353 1 6960 000

(Registrant's telephone number, including area code)

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

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

Securities registered pursuant to Section 12(b) of the Act: None

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

Emerging growth company

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Susan Silbermann

On October 5, 2022, the Board of Directors (the “**Board**”) of Mallinckrodt plc (the “**Company**” or “**Mallinckrodt**”) appointed Susan Silbermann as a director of Mallinckrodt, to serve until the end of the Company’s 2023 Annual General Meeting or, if earlier, her resignation, removal or death. On October 5, 2022, Ms. Silbermann was also appointed to the Governance & Compliance Committee of the Board.

During her 34-year career at Pfizer, Ms. Silbermann held numerous positions of increasing responsibility spanning public health, marketing, commercial development and general management in U.S. and international markets. As Chair of the Pfizer Global COVID-19 Task Force, she developed and led an organization-wide task force overseeing the safety and well-being of 100,000 colleagues in more than 100 countries. Alongside this role, Ms. Silbermann served as Global President, Emerging Markets from 2018 to 2020, with operational and managerial responsibility for the entire Pfizer portfolio in China, Asia, Latin America, Africa and the Middle East, including the initial supply of COVID-19 vaccines in those regions. From 2012 to 2018, she served as President and General Manager, Pfizer Vaccines, creating the basis for much of Pfizer’s current vaccine pipeline and portfolio and establishing and leading one of three inaugural global business units at Pfizer. Previously, Ms. Silbermann held the titles of Regional President, Latin America and Senior Vice President, Commercial Development at Pfizer.

In addition to the Mallinckrodt Board, Ms. Silbermann serves as a director on the boards of LianBio and HilleVax, Inc., both positions she has held since 2021. She also serves on the board of IAVI, an NGO focused on advancing vaccines and medicines for HIV-AIDS and other emerging infectious diseases and is a board member for Meet the Writers, an education non-profit.

Ms. Silbermann earned both an M.B.A. in Marketing and International Business and a Master of Administration degree in French Social and Political Sciences from New York University. She also earned a B.S. in Biology and French from Tufts University. We believe Ms. Silbermann’s extensive experience in the international biotechnology and pharmaceutical industries qualifies her to serve on our Board.

There are no transactions between Ms. Silbermann, on the one hand, and Mallinckrodt, on the other hand, that would be reportable under Item 404(a) of Regulation S-K, and no arrangements or understandings between Ms. Silbermann and any other persons pursuant to which she was selected to the Board.

Ms. Silbermann will receive compensation as a non-employee director of the Board as follows:

Cash Retainers

- *Board Members.* Each non-employee director receives an annual cash retainer of \$75,000, paid in quarterly installments at the beginning of each quarter.
- *Committee Chairs.* The Chair of the Audit Committee receives a supplemental annual cash retainer of \$25,000. The Chair of the Human Resources and Compensation Committee and the Governance and Compliance Committee will each receive a supplemental annual cash retainer of \$17,500.
- *Committee Members.* Each member of the Audit Committee (excluding the Chair) receives a supplemental annual cash retainer of \$15,000. Each member of the Human Resources and Compensation Committee and the Governance and Compliance Committee (excluding the Chairs) receives a supplemental annual cash retainer of \$10,500.
- In addition, each non-employee director receives \$1,500 for each meeting attended that is in excess of 10 meetings (including meetings of the Board and each committee of the Board).

Equity Awards

· *Restricted Stock Units (“RSUs”)*. Within 10 days of her appointment to the Board, Ms. Silbermann will receive a grant of 26,276 RSUs, which grant of RSUs will vest ratably on each of the first two anniversaries of Mallinckrodt’s emergence from Chapter 11 proceedings on June 16, 2022, subject to her continued service on such dates.

Item 7.01. Regulation FD Disclosure.

On October 6, 2022, Mallinckrodt issued a press release announcing the appointment of Ms. Silbermann to the Board. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information contained in this Item 7.01, including Exhibit 99.1, shall be deemed to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
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99.1	Press Release, dated October 6, 2022.
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
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SIGNATURES

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

MALLINCKRODT PLC

Dated: October 6, 2022

By: /s/ Mark Tyndall

Mark Tyndall

Executive Vice President, Chief Legal Officer & Corporate Secretary



Mallinckrodt Announces Appointment of Susan Silbermann to its Board of Directors

DUBLIN – October 6, 2022 – Mallinckrodt plc (OTCMKTS: MNKPF) (“Mallinckrodt” or the “Company”), a global specialty pharmaceutical company, today announced that it has appointed Susan Silbermann to its Board of Directors, effective October 5, 2022. With the addition of Ms. Silbermann, the Mallinckrodt Board will expand to nine directors, eight of whom are independent.

“Susan is a highly respected and deeply experienced global executive in the healthcare industry, and we are pleased to welcome her to Mallinckrodt’s Board,” said Paul Bisaro, Chairman of the Mallinckrodt Board of Directors. “Susan brings an important perspective, with decades of leadership experience across established and unique healthcare brands. We look forward to benefiting from her deep expertise and insights as we continue to strengthen the organization, sharpen our execution and deliver innovative therapies for patients.”

“I am excited to join the Mallinckrodt Board at this transformative moment for the Company,” said Ms. Silbermann. “With a strong platform in place, I see compelling opportunities ahead to grow the business, develop the pipeline and, most importantly, serve the many patients who can benefit from Mallinckrodt’s products. I look forward to helping the Company deliver on its patient-first business priorities as we generate long-term value for Mallinckrodt shareholders.”

During her 34-year career at Pfizer, Ms. Silbermann held numerous positions of increasing responsibility spanning public health, marketing, commercial development and general management in U.S. and international markets. As Chair of the Pfizer Global COVID-19 Task Force, she developed and led an organization-wide task force overseeing the safety and well-being of 100,000 colleagues in more than 100 countries. Alongside this role, Ms. Silbermann served as Global President, Emerging Markets from 2018 to 2020, with operational and managerial responsibility for the entire Pfizer portfolio in China, Asia, Latin America, Africa and the Middle East, including the initial supply of COVID-19 vaccines in these regions. From 2012 to 2018, she served as President and General Manager, Pfizer Vaccines, creating the basis for much of Pfizer’s current vaccine pipeline and portfolio and establishing and leading one of three inaugural global business units at Pfizer. Previously, Ms. Silbermann held the titles of Regional President, Latin America and Senior Vice President, Commercial Development at Pfizer.

Ms. Silbermann currently serves on the boards of LianBio and HilleVax, Inc. She also serves on the board of IAVI, an NGO focused on advancing vaccines and medicines for HIV-AIDS and other emerging infectious diseases, and is a board member for Meet the Writers, an education non-profit.

Ms. Silbermann holds a B.S. in Biology and French from Tufts University, an M.B.A. in Marketing and International Business from New York University and a Master of Administration degree in French Social and Political Sciences from New York University.

About Mallinckrodt

Mallinckrodt is a global business consisting of multiple wholly owned subsidiaries that develop, manufacture, market and distribute specialty pharmaceutical products and therapies. The Company’s Specialty Brands reportable segment’s areas of focus include autoimmune and rare diseases in specialty areas like neurology, rheumatology, nephrology, pulmonology, ophthalmology and oncology; immunotherapy and neonatal respiratory critical care therapies; analgesics; cultured skin substitutes and gastrointestinal products. Its Specialty Generics reportable segment includes specialty generic drugs and active pharmaceutical ingredients. To learn more about Mallinckrodt, visit www.mallinckrodt.com.

Mallinckrodt uses its website as a channel of distribution of important company information, such as press releases, investor presentations and other financial information. It also uses its website to expedite public access to time-critical information regarding the Company in advance of or in lieu of distributing a press release or a filing with the U.S. Securities and Exchange Commission (SEC) disclosing the same information. Therefore, investors should look to the Investor Relations page of the website for important and time-critical information. Visitors to the website can also register to receive automatic e-mail and other notifications alerting them when new information is made available on the Investor Relations page of the website.

FORWARD-LOOKING STATEMENTS

Statements in this release that are not strictly historical, including statements regarding Mallinckrodt's future financial condition and operating results, legal, economic, business, competitive and/or regulatory factors affecting Mallinckrodt's businesses, and any other statements regarding events or developments Mallinckrodt believes or anticipates will or may occur in the future, may be "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, and involve a number of risks and uncertainties. There are a number of important factors that could cause actual events to differ materially from those suggested or indicated by such forward-looking statements and you should not place undue reliance on any such forward-looking statements. The "Risk Factors" section of Mallinckrodt's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as updated by Mallinckrodt's Quarterly Report on Form 10-Q for the quarterly period ended July 1, 2022 and other filings with the SEC identify and describe in more detail the risks and uncertainties to which Mallinckrodt's businesses are subject. The forward-looking statements made herein speak only as of the date hereof and Mallinckrodt does not assume any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments or otherwise, except as required by law.

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