

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

**SCHEDULE TO
(RULE 14D-100)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 3)**

OCERA THERAPEUTICS, INC.

(Name of Subject Company)

**MEH ACQUISITION CO.
(Offeror)**

**A Wholly-Owned Subsidiary of
MAK LLC
(Offeror)**

**A Wholly-Owned Subsidiary of
MALLINCKRODT PUBLIC LIMITED COMPANY
(Offeror)
(Names of Filing Persons)**

**COMMON STOCK, \$0.00001 PAR VALUE
(Title of Class of Securities)**

**67552A108
(CUSIP Number of Class of Securities)**

**Michael-Bryant Hicks, Esq.
General Counsel
675 James S. McDonnell Blvd.
Hazelwood, Missouri 63042 USA
(314) 654-2000**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

**Stephanie M. Hosler, Esq.
Taavi Annus, Esq.
Brian K. Feezel, Esq.
Bryan Cave LLP
One Metropolitan Square
211 North Broadway, Suite 3600
St. Louis, Missouri 63102
(314) 259-2000**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$53,872,859.04	\$6,707.17

* Estimated for purposes of calculating the filing fee only. Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated as the product of (i) \$1.68, the average of the high and low sales prices per share of Ocera Therapeutics, Inc. ("Ocera") common stock on November 3, 2017, as reported by Nasdaq, and (ii) 32,067,178, the maximum number of shares of Ocera common stock that may be outstanding immediately prior to the consummation of the offer and the merger (which includes 26,514,134 shares of outstanding Ocera common stock, 3,549,358 shares of Ocera common stock that may become outstanding as a result of exercise of Ocera's outstanding options, 863,686 shares of Ocera common stock that may become outstanding as a result of exercise of Ocera's outstanding warrants and 1,140,000 shares of Ocera common stock that may become outstanding as a result of vesting of Ocera's outstanding restricted stock units). The information relating to the number of shares of Ocera common stock is based on information provided by Ocera as of October 30, 2017.

** The filing fee was calculated in accordance with Rule 0-11(d) and Rule 0-11(a)(4) under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2018, issued August 24, 2017, by multiplying the Transaction Valuation by 0.00012450.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: 6,707.17

Filing Party: MEH Acquisition Co., MAK LLC
and Mallinckrodt plc

Form or Registration No.: Schedule TO

Date Filed: November 9, 2017

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 3 (this "Amendment") to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed by Mallinckrodt plc ("Mallinckrodt"), an Irish public limited company, MEH Acquisition Co. ("Purchaser"), a Delaware corporation and a wholly-owned subsidiary of MAK LLC ("Parent"), a Delaware limited liability company and a wholly-owned subsidiary of Mallinckrodt, with the Securities and Exchange Commission on November 9, 2017 (together with any subsequent amendments and supplements thereto, including this Amendment, the "Schedule TO"). The Schedule TO relates to the tender offer by Purchaser for all of the outstanding shares of common stock, par value \$0.00001 per share (the "Shares"), of Ocera Therapeutics, Inc., a Delaware corporation ("Ocera"), at a price of \$1.52 per Share, net to the seller in cash, without interest and less any applicable withholding taxes, plus one non-transferable contractual contingent value right per Share (each, a "CVR"), which represents the right to receive one or more payments in cash contingent upon the achievement of certain specified milestones, calculated as described in the offer to purchase dated November 9, 2017 (the "Offer to Purchase"), a copy of which is attached as Exhibit (a)(1)(A), and currently estimated to be up to \$2.58 per CVR, upon the terms and subject to the conditions set forth in the Offer to Purchase and in the related letter of transmittal (the "Letter of Transmittal"), a copy of which is attached as Exhibit (a)(1)(B), which, as each may be amended or supplemented from time to time, collectively constitute the "Offer."

All the information set forth in the Offer to Purchase, including Schedule I thereto, is incorporated by reference herein in response to Items 1 through 9 and Item 11 of the Schedule TO, and is supplemented by the information specifically provided in this Amendment.

Capitalized terms used but not defined in this Amendment shall have the meanings assigned to such terms in the Schedule TO.

Items 1 through 9 and Item 11.

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplement as set forth below:

“The Offer and withdrawal rights expired as scheduled at the end of the day, one minute after 11:59 P.M., Eastern Time, on December 8, 2017. The Offer was not extended. The Depository has advised that, as of the Expiration Date, an aggregate of 18,919,827 Shares had been validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 71.36% of the total number of Shares then outstanding. In addition, Notices of Guaranteed Delivery had been delivered with respect to 1,156,614 Shares, representing approximately 4.36% of the total number of Shares then outstanding. The number of Shares tendered (excluding Shares delivered pursuant to Notices of Guaranteed Delivery) satisfies the Minimum Condition. As the Minimum Condition and each of the other Offer Conditions have been satisfied, Purchaser has accepted for payment all Shares that were validly tendered and not validly withdrawn pursuant to the Offer.

As a result of Purchaser’s acceptance of the Shares tendered in the Offer, Purchaser acquired a sufficient number of Shares to consummate, and on December 11, 2017, did consummate, the Merger without a vote of the stockholders of Ocera pursuant to Section 251(h) of the DGCL. Pursuant to the Merger Agreement, at the Effective Time, Purchaser was merged with and into Ocera, with Ocera continuing as the Surviving Corporation and a wholly-owned subsidiary of Parent, and each Share outstanding immediately prior to the Effective Time (other than Shares held (i) by Ocera as treasury stock or by Parent, Purchaser or any of Parent’s other subsidiaries, which Shares were cancelled and ceased to exist without consideration; and (ii) by stockholders who validly exercised appraisal rights under Delaware law with respect to such Shares) was automatically cancelled and converted into the right to receive, subject to any required tax withholdings, the Merger Consideration.

As a result of the Merger, Ocera will cease to be a publicly traded company and the Shares will be delisted from the Nasdaq. Parent intends to take all steps to cause the termination of the registration of the Shares and to suspend all of Ocera’s reporting obligations under the Exchange Act as promptly as practicable.

On December 11, 2017, Mallinckrodt issued a press release announcing the expiration and results of the Offer and the consummation of the Merger. The press release is attached as Exhibit (a)(1)(I) hereto, and is incorporated by reference herein.”

Item 12. Exhibits.**Regulation M-A Item 1016**

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated November 9, 2017.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Joint Press Release issued by Mallinckrodt plc and Ocera Therapeutics, Inc. on November 2, 2017 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by Mallinckrodt plc with the Securities and Exchange Commission on November 2, 2017).
(a)(1)(G)	Presentation of Mallinckrodt plc – Mallinckrodt Strategic Acquisition – Ocera Therapeutics, dated November 2, 2017 (incorporated by reference to Exhibit 99.2 to the Schedule TO-C filed by Mallinckrodt plc with the Securities and Exchange Commission on November 2, 2017).
(a)(1)(H)	Summary Advertisement as published in The New York Times on November 9, 2017.*
(a)(1)(I)	Press Release issued by Mallinckrodt plc on December 11, 2017.
(d)(1)	Agreement and Plan of Merger, dated as of November 1, 2017, by and among MEH Acquisition Co., MAK LLC, Ocera Therapeutics, Inc. and, for limited purposes, Mallinckrodt plc (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Ocera Therapeutics, Inc. with the Securities and Exchange Commission on November 2, 2017).
(d)(2)	Mutual Non-Disclosure Agreement, dated January 20, 2017, by and between Ocera Therapeutics, Inc. and Mallinckrodt LLC.*
(d)(3)	Form of Tender and Support Agreement (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Ocera Therapeutics, Inc. with the Securities and Exchange Commission on November 2, 2017).
(d)(4)	Form of Contingent Value Rights Agreement (incorporated by reference to Annex A to Exhibit 2.1 to the Current Report on Form 8-K filed by Ocera Therapeutics, Inc. with the Securities and Exchange Commission on November 2, 2017).
(g)	None.
(h)	None.

* Previously filed.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated:

December 11, 2017

MAK LLC

By: /s/ Kathleen A. Schaefer
Name: Kathleen A. Schaefer
Title: President

MEH ACQUISITION CO.

By: /s/ Kathleen A. Schaefer
Name: Kathleen A. Schaefer
Title: President

MALLINCKRODT PLC

By: /s/ Kathleen A. Schaefer
Name: Kathleen A. Schaefer
Title: Senior Vice President, Finance and
Corporate Controller



**MALLINCKRODT COMPLETES ACQUISITION OF OCERA THERAPEUTICS AND OCR-002,
ITS PROPRIETARY THERAPY IN DEVELOPMENT FOR TREATMENT OF HEPATIC
ENCEPHALOPATHY**

STAINES-UPON-THAMES, United Kingdom, Dec. 11, 2017 /PR Newswire/—Mallinckrodt plc (NYSE: MNK), a leading global specialty pharmaceutical company, today announced it has closed the acquisition of Ocera Therapeutics, a clinical stage biopharmaceutical company focused on the development and commercialization of novel therapeutics for orphan and other serious liver diseases with high unmet medical need. Ocera’s developmental product OCR-002, an ammonia scavenger, is being studied for treatment of hepatic encephalopathy, a neuropsychiatric syndrome associated with hyperammonemia, a complication of acute or chronic liver disease.

“The OCR-002 ammonia scavenger has the potential to provide tremendous benefit to patients suffering from this serious condition,” said **Mark Trudeau, Chief Executive Officer and President of Mallinckrodt**. “The addition of this highly durable, unique developmental asset to our portfolio further diversifies and expands our Specialty Brands pipeline.”

The tender offer by a subsidiary of Mallinckrodt plc for all of the outstanding shares of Ocera common stock expired as scheduled at 12:00 midnight (Eastern) on December 8, 2017. Excluding Ocera shares tendered by notice of guaranteed delivery, more than 50% of Ocera shares were validly tendered into and not validly withdrawn from the tender offer pursuant to Section 251(h) of the Delaware General Corporation law, according to the depository for the tender offer. As a result, Mallinckrodt and its subsidiary have accepted for payment and will promptly pay for all shares that were validly tendered and not validly withdrawn.

Following its acceptance of the shares tendered in the tender offer, pursuant to Section 251(h) of the Delaware General Corporation Law, Mallinckrodt merged its subsidiary with and into Ocera without a vote of Ocera’s other stockholders. As a result of the completed merger, Ocera became an indirect, wholly owned subsidiary of Mallinckrodt. In connection with the merger, all Ocera shares not validly tendered into the tender offer have been cancelled and converted into the right to receive \$1.52 per share, plus one Contingent Value Right to receive one or more payments in cash of up to \$2.58 per share, which is the same price per share offered in the tender offer. As a result of the acquisition, Ocera shares will cease to be traded on NASDAQ.

Mallinckrodt expects dilution from the acquisition to adjusted diluted earnings per share by \$0.25 to \$0.35 annually beginning in 2018. Guidance on the impact of the acquisition to the company’s GAAP¹ diluted earnings per share has not been provided due to the inherent difficulty of forecasting the timing or amount of items that would be included in calculating such impact.

ABOUT MALLINCKRODT

Mallinckrodt is a global business that develops, manufactures, markets and distributes specialty pharmaceutical products and therapies. Areas of focus include autoimmune and rare diseases in specialty areas like neurology, rheumatology, nephrology, pulmonology and ophthalmology;

¹ Accounting principles generally accepted in the U.S.

immunotherapy and neonatal respiratory critical care therapies; and analgesics and hemostasis products. The company's core strengths include the acquisition and management of highly regulated raw materials and specialized chemistry, formulation and manufacturing capabilities. The company's Specialty Brands segment includes branded medicines and its Specialty Generics segment includes specialty generic drugs, active pharmaceutical ingredients and external manufacturing. 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.

NON-GAAP FINANCIAL MEASURES

This press release references adjusted diluted earnings per share, which is considered a "non-GAAP" financial measure under applicable SEC rules and regulations.

Adjusted diluted earnings per share represent adjusted net income divided by the number of diluted shares. Adjusted net income represents amounts, prepared in accordance with accounting principles generally accepted in the U.S. (GAAP), adjusted for certain items (on an after-tax basis) that management believes are not reflective of the operational performance of the business. Adjustments to GAAP amounts include restructuring and related charges, net; amortization and impairment charges; discontinued operations; acquisition-related expenses, changes in fair value of contingent consideration obligations; inventory step-up expenses; significant legal and environmental charges; pension settlement charges; recurrent cash tax payments to the U.S. Internal Revenue Service associated with internal installment sales transactions; and other items identified by the company.

The company has provided these adjusted financial measures because they are used by management, along with financial measures in accordance with GAAP, to evaluate the company's operating performance. In addition, the company believes that they will be used by certain investors to measure Mallinckrodt's operating results. Management believes that presenting these adjusted measures provides useful information about the company's performance across reporting periods on a consistent basis by excluding items that the company does not believe are indicative of its core operating performance.

These adjusted measures should be considered supplemental to and not a substitute for financial information prepared in accordance with GAAP. The company's definition of these adjusted measures may differ from similarly titled measures used by others.

Because adjusted financial measures exclude the effect of items that will increase or decrease the company's reported results of operations, management strongly encourages investors to review the company's consolidated financial statements and publicly filed reports in their entirety.

Cautionary Statements Related to Forward-Looking Statements

Statements in this document that are not strictly historical, statements regarding future financial condition and operating results, economic, business, market opportunity, competitive and/or regulatory factors affecting Mallinckrodt's businesses and any other statements regarding events or developments that the company 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. These factors include risks and uncertainties related to, among other things: general economic conditions and conditions affecting the industries in which Mallinckrodt operates; Mallinckrodt's ability to obtain regulatory approval to market its products including OCR-002, or the timing of such approval process; the commercial success of Mallinckrodt's products, including OCR-002; Mallinckrodt's ability to realize anticipated growth, synergies and cost savings from acquisitions (including the Ocera acquisition); conditions that could necessitate an evaluation of Mallinckrodt's goodwill and/or intangible assets for possible impairment; changes in laws and regulations; Mallinckrodt's ability to successfully integrate acquisitions of operations, technology, products and businesses generally and to realize anticipated growth, synergies and cost savings (including with respect to the Ocera acquisition); Mallinckrodt's and Mallinckrodt's licensors' ability to successfully develop or commercialize new products; Mallinckrodt's and Mallinckrodt's licensors' ability to protect intellectual property rights; Mallinckrodt's ability to receive procurement and production quotas granted by the U.S. Drug Enforcement Administration; customer concentration; Mallinckrodt's reliance on certain individual products that are material to its financial performance; cost containment efforts of customers, purchasing groups, third-party payers and governmental organizations; the reimbursement practices of a small number of public or private insurers; pricing pressure on certain of Mallinckrodt's products due to legal changes or changes in insurers' reimbursement practices resulting from recent increased public scrutiny of healthcare and pharmaceutical costs; limited clinical trial data for H.P. Acthar® Gel; complex reporting and payment obligations under healthcare rebate programs; Mallinckrodt's ability to navigate price fluctuations; future changes to U.S. and foreign tax laws; Mallinckrodt's ability to achieve expected benefits from restructuring activities; complex manufacturing processes; competition; product liability losses and other litigation liability; ongoing governmental investigations; material health, safety and environmental liabilities; retention of key personnel; conducting business internationally; the effectiveness of information technology infrastructure; and cybersecurity and data leakage risks.

These and other factors are identified and described in more detail in the "Risk Factors" sections of Mallinckrodt's Annual Report on Form 10-K for the fiscal year ended September 30, 2016, as well as such sections of Ocera's Annual Report on Form 10-K for the fiscal year ended December 31, 2016. 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.

CONTACTS

Mallinckrodt plc

Investor Relations

Coleman N. Lannum, CFA

Senior Vice President, Investor Strategy and IRO

314-654-6649

cole.lannum@mallinckrodt.com

Daniel J. Speciale, CPA
Director, Investor Relations
314-654-3638
daniel.speciale@mallinckrodt.com

Media

Rhonda Sciarra
Senior Communications Manager
908-238-6765
rhonda.sciarra@mallinckrodt.com

Meredith Fischer
Chief Public Affairs Officer
314-654-3318
meredith.fischer@mallinckrodt.com