

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>BAILEY DON M</b><br><br>(Last) (First) (Middle)<br><b>675 MCDONNELL BLVD.</b><br><br>(Street)<br><b>HAZELWOOD MO 63042</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>Mallinckrodt plc [ MNK ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/13/2015</b>          |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                   |   |  |   |
| Ordinary Shares                 | 04/13/2015                           |  | M <sup>(1)</sup>               |   | 40,000  | A          | \$26.95                 | 179,607   | D  |   |
| Ordinary Shares                 | 04/13/2015                           |  | S <sup>(1)</sup>               |   | 27,540  | D          | \$127.31 <sup>(2)</sup> | 152,067   | D  |   |
| Ordinary Shares                 | 04/13/2015                           |  | S <sup>(1)</sup>               |   | 11,560  | D          | \$128.19 <sup>(3)</sup> | 140,507   | D  |   |
| Ordinary Shares                 | 04/13/2015                           |  | S <sup>(1)</sup>               |   | 900   | D          | \$129.21 <sup>(4)</sup> | 139,607   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Options (Right to Buy)               | \$26.95  | 04/13/2015                           |  | M <sup>(1)</sup>               |   |  | 40,000 | (5)  | 02/15/2022      | Ordinary Shares   | 40,000                                     | \$0  | 51,417  | D  |       |

**Explanation of Responses:**

- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on November 26, 2014.
- This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$126.87 to \$127.85, inclusive. Mr. Bailey will provide, upon request of the SEC staff, Mallinckrodt plc, or a shareholder of Mallinckrodt plc complete information regarding the number of shares sold at each price within the ranges set forth in footnotes (2) - (4) to this Form 4.
- This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$127.89 to \$128.89, inclusive.
- This represents the weighted average price paid for the shares. The shares were sold at prices ranging from \$128.93 to \$129.54, inclusive.
- Represents options to purchase shares of Questcor Pharmaceuticals, Inc. that were converted into options to purchase ordinary shares of Mallinckrodt plc pursuant to the Agreement and Plan of Merger, dated as of April 5, 2014, by and among Mallinckrodt plc ("Mallinckrodt"), Questcor Pharmaceuticals, Inc. ("Questcor") and Quincy Merger Sub, Inc. All unvested options were accelerated on August 14, 2014 in connection with the acquisition of Questcor by Mallinckrodt.

**Remarks:**

/s/Kenneth L. Wagner,  
Attorney-in-Fact 04/14/2015  
 \*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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