SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* O'Neill Hugh M.	2. Issuer Name **and** Ticker or Trading Symbol Mallinckrodt plc [MNK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) 675 MCDONNELL BLVD.	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2017	Director __ 10% Owner __ X Officer (give title below) __ Other (specify below) __ Exec. VP & Pres, ARD

(Street) HAZELWOOD MO 63042 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person __ Form filed by More than One Reporting Person

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	01/02/2017		A		8,448[1]	A	$0	24,216[2]	D	
Ordinary Shares	01/02/2017		F		3,873	D	$49.82	20,343	D	
Ordinary Shares	01/03/2017		A		9,666[3]	A	$0	30,009	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	Amount or Number of Shares				
Employee Share Options (Right to Buy)	$51.73	01/03/2017		A		54,301		01/03/2018[4]	01/03/2027	Ordinary Shares	54,301	$0	54,301	D	
Employee Share Options (Right to Buy)	$51.73	01/03/2017		A		54,301		01/03/2021[5]	01/03/2027	Ordinary Shares	54,301	$0	54,301	D	

Explanation of Responses:

1. Vesting of performance share award granted on January 2, 2014.
2. Includes 145 shares acquired on September 30, 2016 under the Mallinckrodt employee stock purchase plan.
3. Represents restricted stock units that vest in four equal annual installments beginning January 3, 2018.
4. The options vest in four equal annual installments beginning January 3, 2018.
5. The options vest in their entirety on January 3, 2021.

Remarks:

/s/ Kenneth L. Wagner, Attorney-in-Fact   01/04/2017

** Signature of Reporting Person   Date