

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Berry Thomas E</u> (Last) (First) (Middle) <u>C/O MALLINCKRODT PLC</u> <u>675 JAMES S. MCDONNELL BLVD.</u> (Street) <u>HAZELWOOD MO 63042</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Mallinckrodt plc [MNK]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>See Remarks</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2013</u> | |
| 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 | 06/28/2013 | | A | | 4,850 ⁽¹⁾ | A | \$0 | 4,850 | D | |
| Ordinary Shares | 07/01/2013 | | A | | 2,637 ⁽²⁾ | A | \$0 | 7,487 | 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 |
| Share Options (Right to Buy) | \$36.59 | 06/28/2013 | | A ⁽³⁾ | | 6,250 | | 06/28/2013 ⁽⁴⁾ | 03/31/2020 | Ordinary Shares | 6,250 | \$0 | 6,250 | D | |
| Share Options (Right to Buy) | \$31.12 | 06/28/2013 | | A ⁽³⁾ | | 13,564 | | 06/28/2013 ⁽⁵⁾ | 11/30/2020 | Ordinary Shares | 13,564 | \$0 | 13,564 | D | |
| Share Options (Right to Buy) | \$33.67 | 06/28/2013 | | A ⁽³⁾ | | 10,818 | | 06/28/2013 ⁽⁶⁾ | 11/30/2021 | Ordinary Shares | 10,818 | \$0 | 10,818 | D | |
| Share Options (Right to Buy) | \$41.73 | 06/28/2013 | | A ⁽³⁾ | | 12,239 | | 12/03/2013 ⁽⁷⁾ | 12/02/2022 | Ordinary Shares | 12,239 | \$0 | 12,239 | D | |
| Share Options (Right to Buy) | \$44 | 07/01/2013 | | A ⁽⁸⁾ | | 7,555 | | 07/01/2016 ⁽⁹⁾ | 06/30/2023 | Ordinary Shares | 7,555 | \$0 | 7,555 | D | |

Explanation of Responses:

- Consists of previously granted Restricted Stock Unit ("RSU") awards converted pursuant to the terms of the Employee Matters Agreement by and between Covidien plc ("Covidien") and Mallinckrodt plc ("Mallinckrodt"), dated as of June 28, 2013 (the "Employee Matters Agreement"), to reflect the separation of the pharmaceuticals business of Covidien (the "Business") on June 28, 2013 from the rest of Covidien by means of the declaration of a dividend in specie of the Business, to be effected by the transfer of the Business from Covidien to Mallinckrodt and the issuance by Mallinckrodt of ordinary shares in its share capital, par value \$0.20 per share ("Ordinary Shares"), credited as fully paid directly to Covidien's shareholders (the "Transaction"). Upon vesting, the RSUs convert to Ordinary Shares. The Reporting Person is entitled to receive dividend equivalent units on the RSUs. The RSUs vest on the schedule set forth in the original grant agreement.
- RSUs that vest in equal installments on each of the third and fourth anniversary of the grant date. RSUs are settled in Ordinary Shares upon vesting (July 1, 2016 and July 1, 2017). The Reporting Person is entitled to receive dividend equivalent units in connection with these RSUs.
- Consists of previously granted employee stock options converted pursuant to the terms of the Employee Matters Agreement to reflect the separation of the pharmaceuticals business of Covidien from the rest of Covidien pursuant to the Transaction. The employee stock options vest and are exercisable on the schedule set forth in the original grant agreement. Generally options vest ratably on the first, second, third and fourth anniversary of the original grant date and expire on the ten year anniversary date of the original grant date.
- Options with respect to 1,563 Ordinary Shares vest on March 31, 2014.
- Options with respect to 6,782 Ordinary Shares vest in equal annual installments on each of December 1, 2013 and December 1, 2014.
- Options with respect to 8,114 Ordinary Shares vest in equal annual installments on each of December 1, 2013, December 1, 2014 and December 1, 2015.
- Vests in equal annual installments on each of December 3, 2013, December 3, 2014, December 3, 2015, and December 3, 2016.
- These employee stock options were granted to the Reporting Person in connection with the Transaction. They vest and become exercisable in equal installments on each of the third and fourth anniversary (July 1, 2016 and July 1, 2017) of the grant date and expire on the ten year anniversary of the grant date.
- These options become exercisable in equal installments on each of the third and fourth anniversary of the grant date (July 1, 2016 and July 1, 2017).

Remarks:

/s/ Miriam R. Singer (By Power of Attorney) 07/02/2013

** 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.

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