
**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): August 11, 2015 (August 11, 2015)

Mallinckrodt public limited company
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

001-35803
(Commission
File Number)

98-1088325
(I.R.S. Employer
Identification No.)

**Perth House, Millennium Way
Chesterfield, Derbyshire, United Kingdom S41 8ND**
(Address of principal executive offices)

+44 424 626 3051
(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))
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Item 7.01. Regulation FD Disclosure.

On August 10, 2015, Mallinckrodt plc (the "Company") announced that it had entered into a Stock Purchase Agreement to acquire Therakos, Inc. ("Therakos") and made available an investor presentation regarding the acquisition dated August 10, 2015 (the "August 10 Presentation"), a copy of which was furnished as Exhibit 99.2 to the Company's Current Report on Form 8-K filed on August 10, 2015. In response to questions received regarding the Therakos intellectual property, the Company has corrected the investor presentation, a copy of which is furnished as Exhibit 99.1 hereto. The updated investor presentation supersedes the August 10 Presentation.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits. See Exhibit Index.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 11, 2015

MALLINCKRODT PUBLIC LIMITED COMPANY

By: /s/ Kenneth L. Wagner
Name: Kenneth L. Wagner
Title: Vice President and Corporate Secretary

EXHIBIT INDEX

Exhibit
No.

Description

99.1 Presentation Materials, dated August 11, 2015.



Mallinckrodt Strategic Acquisition

Therakos, Inc.

August 11, 2015

Forward-Looking Statements

Statements in this document that are not strictly historical, including statements regarding, the proposed acquisition of Therakos, Inc., the expected timetable for completing the transaction, future financial condition and operating results, economic, business, competitive and/or regulatory factors affecting Mallinckrodt's and Therakos' businesses and any other statements regarding events or developments that we believe or anticipate 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 and Therakos operate;
- ▶ The commercial success of Mallinckrodt's products and of Therakos' photopheresis platforms;
- ▶ The parties' ability to satisfy the acquisition agreement conditions (including required regulatory approvals) and complete the Therakos acquisition on the anticipated timeline or at all;
- ▶ Mallinckrodt's ability to realize anticipated growth, synergies and cost savings from its recently completed acquisitions and the Therakos acquisition;
- ▶ Changes in laws and regulations;
- ▶ Mallinckrodt's ability to identify, acquire or close future acquisitions;
- ▶ 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 Therakos acquisition);
- ▶ Mallinckrodt's ability to successfully develop or commercialize new products;
- ▶ Mallinckrodt's 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;



Forward-Looking Statements (continued)

- ▶ *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;*
- ▶ *Limited clinical trial data for H.P. Acthar® Gel;*
- ▶ *Complex reporting and payment obligations under healthcare rebate programs;*
- ▶ *Mallinckrodt's ability to achieve anticipated benefits of price increases;*
- ▶ *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; and*
- ▶ *The effectiveness of information technology infrastructure.*

These and other factors are identified and described in more detail in the "Risk Factors" section of Mallinckrodt's Annual Report on Form 10-K for the fiscal year ended September 26, 2014 and Quarterly Reports on Form 10-Q for the quarters ended March 27, 2015 and June 26, 2015. 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.

Mallinckrodt to acquire Therakos, Inc. for \$1.325B

Therakos adds value to Mallinckrodt

- ▶ Advances Mallinckrodt's growth strategy
- ▶ Increases depth in Specialty Brands; further diversifies Hospital portfolio
- ▶ ECP^{1,2} immunotherapy treatment used in cancer, transplant, GvHD³, Crohn's disease, delivered in hospital-based outpatient clinics
- ▶ Durable, high-value, integrated drug-device system; commercial model similar to INOMAX[®]
- ▶ 800+ devices in 350+ hospitals, major medical centers in 25+ countries
- ▶ Widely reimbursed globally; under DRG⁴ in US

Mallinckrodt adds value to Therakos

- ▶ Leverages INOMAX model and footprint to potentially expand accounts, broaden patient access
- ▶ Provides clinical support to expand label and seeks FDA approval for ECP applications used globally
- ▶ Leverages Mallinckrodt's ability to manage complex products and businesses



¹ECP: Extra Corporeal Photopheresis

²Therakos ECP system is approved by U.S. Food and Drug Administration (FDA) for cutaneous T-Cell lymphoma (CTCL); broad ECP approval in Europe

³GvHD: Graft v Host Disease

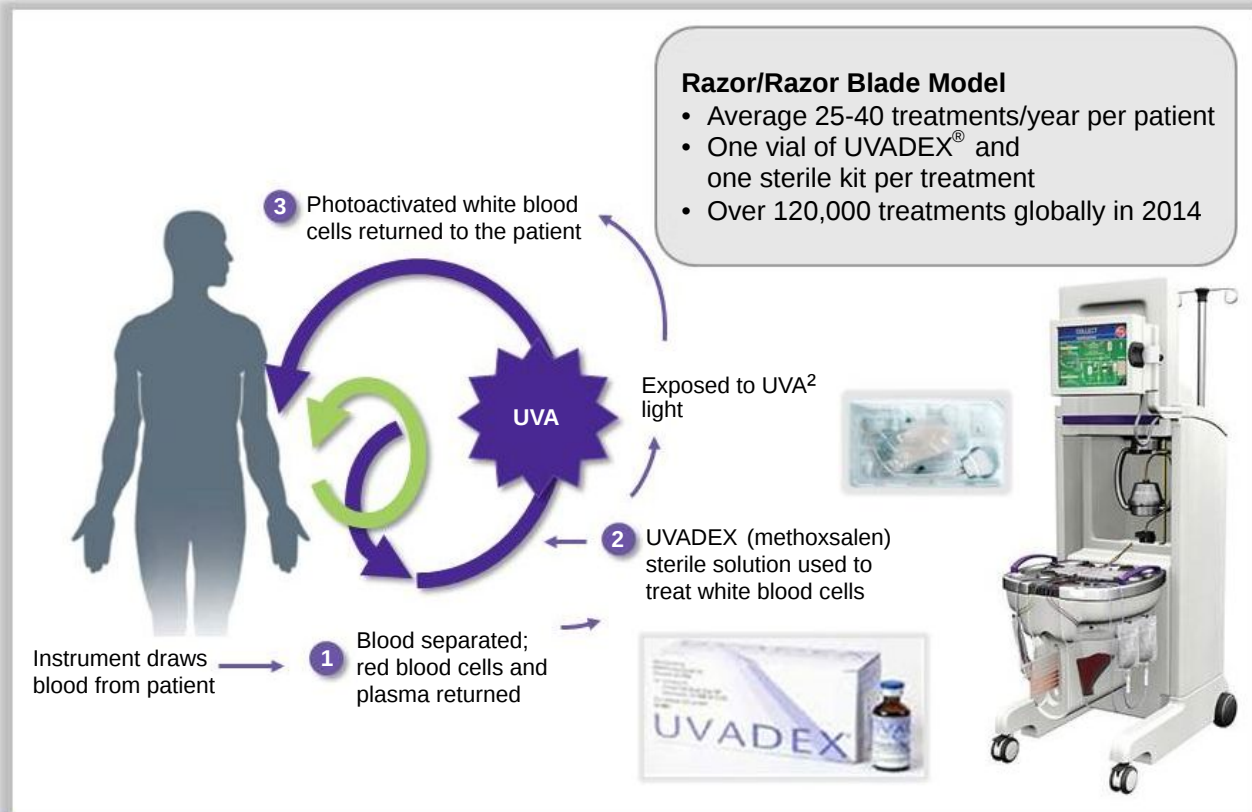
⁴DRG: Diagnosis Related Group



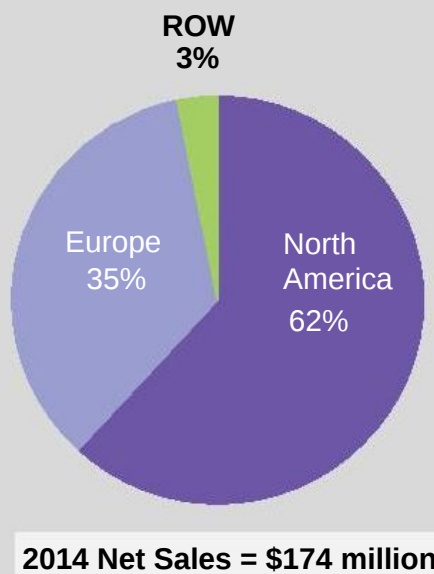
Transaction highlights

Consideration	<ul style="list-style-type: none">▶ Acquisition of Therakos for approximately \$1.325 billion
Therakos Financial Impact	<ul style="list-style-type: none">▶ Expected to be accretive by no less than \$0.10 per share to adjusted diluted fiscal 2016 earnings and increasingly accretive thereafter¹▶ With roughly 60% of revenue in U.S., we expect fiscal 2015 net sales of \$185-\$195 million, and anticipate high single-digit growth off that base going forward, driven primarily by the U.S.▶ Long term net sales potential >\$500 million annually with gross profit as percent of sales above current company average▶ Significant synergies
Financing	<ul style="list-style-type: none">▶ Financing expected to include cash on hand and debt
Timing	<ul style="list-style-type: none">▶ Close expected late fiscal 2015, subject to customary conditions

Used globally in T-cell mediated diseases – CTCL¹, GvHD, solid organ transplant, Crohn's disease



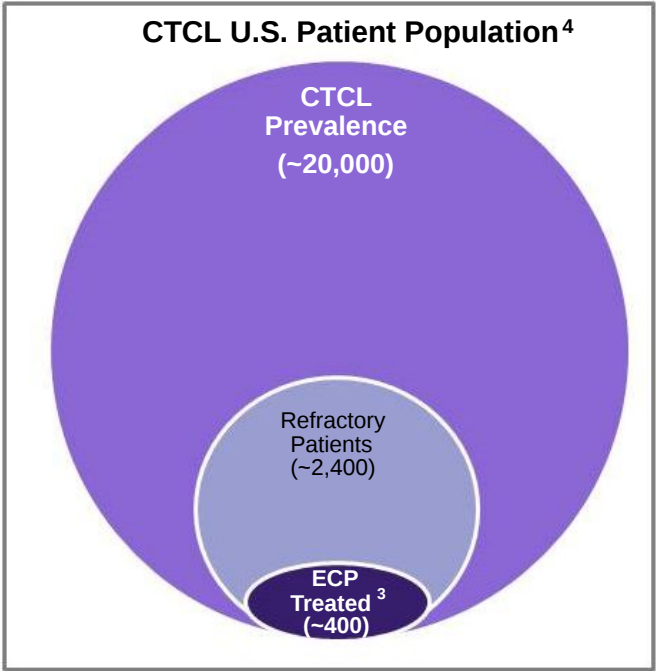
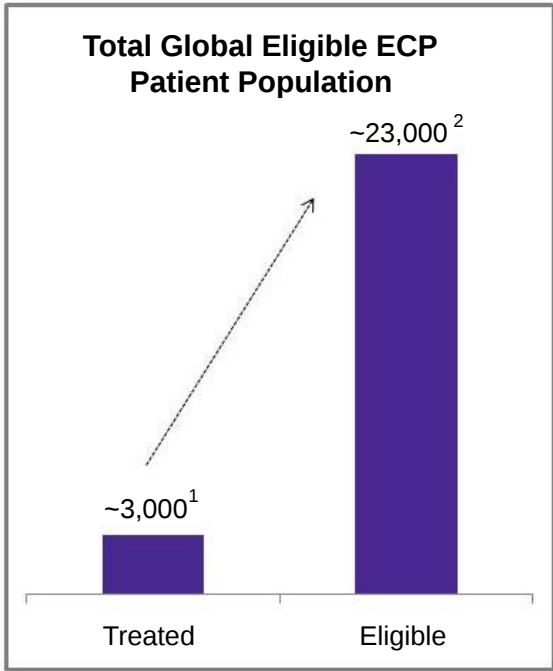
Global franchise driven by U.S. growth



- ✓ **Widely trusted treatment:**
 - Broad global label
 - 10+ years clinical experience
- ✓ **Broadly reimbursed:**
 - U.S. DRG
 - Stable reimbursement ex-U.S.
- ✓ **Strong competitive position:**
 - Large installed base
 - 322 active global patents and applications, including 28 in the U.S.
- ✓ **Financially attractive:**
 - Capital efficient
 - Fully outsourced manufacturing and distribution model

Source: Therakos materials and management estimates

Low current penetration, large market potential



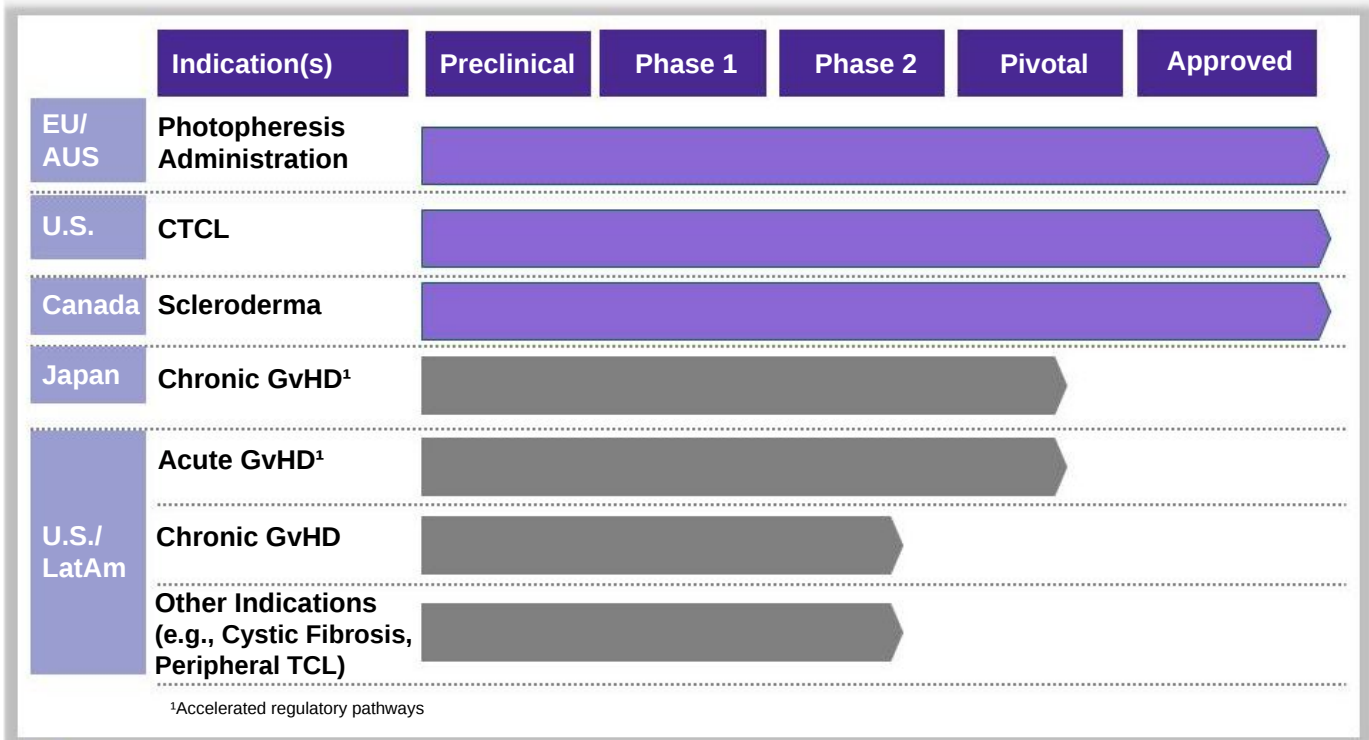
¹Current global treated patients includes promoted and not promoted indications

²Eligible patients represent patients appropriate for CTCL, GvHD and Solid Organ Transplant

³Therakos ECP is FDA-approved for the palliative treatment of the skin manifestations of CTCL, that is unresponsive to other forms of treatment

⁴Illustration not to scale

Significant label expansion opportunity supported by 10+ years of safety data





Mallinckrodt is the best owner of Therakos



Differentiated product expands existing franchises

- Only FDA-approved¹ closed ECP system
- Highly durable asset with opportunity for near-term expansion
- Large, established base, 800+ devices, 350+ hospitals, 25+ countries
- Broad global reimbursement



Strong strategic fit

- Mallinckrodt is experienced in managing complex businesses
 - Integrated drug-device with complex account management
 - Leverages INOMAX customer service center of excellence
- Opportunity to leverage hospital channel to grow installed base, targeting rare diseases and conditions








Multiple levers for financial value creation

- Significant opportunity to maximize synergy
- Accretive, profitable business
- Growing revenue and cash flow

¹ FDA-approved for the palliative treatment of the skin manifestations of CTCL that is unresponsive to other forms of treatment.



Therakos continues Mallinckrodt's development of a diversified, durable, high-value portfolio

	Key Value Drivers	Performance Objective
Specialty Brands	 <ul style="list-style-type: none"> Expand system placement, kit/drug volume Label expansion Clinical, HEOR¹ data generation/dissemination 	<ul style="list-style-type: none"> High single-digit revenue growth >\$500 million net sales annually over time
	 <ul style="list-style-type: none"> Label expansion Enhance patient penetration Contracting, 24/7 customer intimacy 	<ul style="list-style-type: none"> Mid-single digit revenue growth
	 <ul style="list-style-type: none"> Clinical, HEOR data generation/dissemination Patient penetration in on-label indications Payer engagement at policy level 	<ul style="list-style-type: none"> Mid-single to low-double digit revenue growth
Specialty Generics	 <ul style="list-style-type: none"> Expanded formulary access Increased procedure penetration Clinical, HEOR data generation/dissemination 	<ul style="list-style-type: none"> >\$500mm peak annual revenue
	 <ul style="list-style-type: none"> Select ANDA² and formulation technology development 	<ul style="list-style-type: none"> Maximize cash generation

+ Value creating business development