

Smith Jeffrey C
 Form 4
 May 17, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Smith Jeffrey C

(Last) (First) (Middle)

777 THIRD AVENUE, 18TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PERRIGO Co plc [PRGO]

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Ordinary Shares					528	D	
Ordinary Shares					3,287,856	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾
Ordinary Shares	05/15/2018		P	61,313 A \$ 75.1942	434,051	I	By Starboard Value and Opportunity

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Ordinary Shares	05/15/2018	P	12,594	A	\$ 75.2755	446,645	I	S LLC ⁽²⁾ By Starboard Value and Opportunity S LLC ⁽²⁾
Ordinary Shares	05/15/2018	P	34,947	A	\$ 75.1942	244,365	I	By Starboard Value and Opportunity C LP ⁽³⁾
Ordinary Shares	05/15/2018	P	7,178	A	\$ 75.2755	251,543	I	By Starboard Value and Opportunity C LP ⁽³⁾
Ordinary Shares	05/15/2018	P	8,574	A	\$ 75.1942	2,009,712	I	By Starboard Leaders Kilo LLC ⁽⁴⁾
Ordinary Shares	05/15/2018	P	1,761	A	\$ 75.2755	2,011,473	I	By Starboard Leaders Kilo LLC ⁽⁴⁾
Ordinary Shares	05/15/2018	P	1,565	A	\$ 75.1942	367,168	I	By Starboard Leaders Select III LP ⁽⁵⁾
Ordinary Shares	05/15/2018	P	321	A	\$ 75.2755	367,489	I	By Starboard Leaders Select III LP ⁽⁵⁾
Ordinary Shares	05/15/2018	P	101,001	A	\$ 75.1942	3,505,673	I	By Managed Accounts of Starboard Value LP ⁽⁶⁾
Ordinary Shares	05/15/2018	P	20,746	A	\$ 75.2755	3,526,419	I	By Managed Accounts of Starboard Value LP ⁽⁶⁾
Ordinary Shares	05/16/2018	P	4,808	A	\$ 75.8261	256,351	I	By Starboard Value and Opportunity

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Ordinary Shares	05/16/2018	P	4,514	A	\$ 75.8261	2,015,987	I	C LP ⁽³⁾ By Starboard Leaders Kilo LLC ⁽⁴⁾
Ordinary Shares	05/16/2018	P	824	A	\$ 75.8261	368,313	I	By Starboard Leaders Select III LP ⁽⁵⁾
Ordinary Shares	05/16/2018	P	89,854	A	\$ 75.8261	3,616,273	I	By Managed Accounts of Starboard Value LP ⁽⁶⁾
Ordinary Shares	05/17/2018	P	1,596	A	\$ 75.8929	257,947	I	By Starboard Value and Opportunity C LP ⁽³⁾
Ordinary Shares	05/17/2018	P	2,078	A	\$ 75.8929	2,018,065	I	By Starboard Leaders Kilo LLC ⁽⁴⁾
Ordinary Shares	05/17/2018	P	379	A	\$ 75.8929	368,692	I	By Starboard Leaders Select III LP ⁽⁵⁾
Ordinary Shares	05/17/2018	P	45,947	A	\$ 75.8929	3,662,220	I	By Managed Accounts of Starboard Value LP ⁽⁶⁾

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

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(D)
(Instr. 3, 4,
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit		<u>(7)</u>	05/15/2018		A	3,971	05/15/2019 05/15/2019	Ordinary Shares	3,971
Restricted Stock Unit		<u>(7)</u>				06/06/2018	06/06/2018	Ordinary Shares	4,265

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Jeffrey C 777 THIRD AVENUE, 18TH FLOOR NEW YORK, NY 10017			X	

Signatures

/s/ Jeffrey C. Smith 05/17/2018

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

Ordinary shares owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) Ordinary shares owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) Ordinary shares owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(4) Ordinary shares owned directly by Starboard Leaders Kilo LLC ("Starboard Kilo LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard Kilo LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard

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Value GP, may be deemed to beneficially own the shares owned directly by Starboard Kilo LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(5) Ordinary shares owned directly by Starboard Leaders Select III LP ("Starboard Leaders Select III"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard Leaders Select III, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares directly held by Starboard Leaders Select III for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(6) Ordinary shares held in certain accounts managed by Starboard Value LP (the "Managed Accounts"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares held in the Managed Accounts for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(7) Each Restricted Stock Unit represents a contingent right to receive one Perrigo Company plc ordinary share.

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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