

Mallinckrodt plc
Form 8-K
November 27, 2015

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): November 27, 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)
Perth House, Millennium Way

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

Edgar Filing: Mallinckrodt plc - Form 8-K

Chesterfield, Derbyshire, United Kingdom S41 8ND

(Address of principal executive offices)

+44 124 626 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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On November 27, 2015, Mallinckrodt Group S.à r.l., Mallinckrodt U.S. Holdings Inc., Mallinckrodt Netherlands Holdings B.V., Mallinckrodt Finance GmbH, Ludlow Corporation, Mallinckrodt Holdings GmbH, and Mallinckrodt International Finance S.A., (collectively, the Sellers), each a subsidiary of Mallinckrodt plc (the Company), completed the previously disclosed sale of (i) the Company's contrast media and delivery systems business, which primarily consists of the selling, marketing, distributing, manufacturing and servicing of diagnostic contrast media products and delivery devices (the CMDS Business) and (ii) the Company's Urology business, which primarily consists of selling, marketing, distributing, servicing and assembling urology imaging systems (the Urology Business and, collectively, the Business), to Guerbet S.A. (the Buyer) in exchange for \$270 million in cash pursuant to that certain Stock Purchase Agreement, dated as of July 27, 2015, by and among the Sellers and Buyer, as amended by that First Amendment to Stock Purchase Agreement, dated as of November 27, 2015, by and among the Sellers and Buyer (as amended, the Purchase Agreement). The purchase price is subject to customary post-closing adjustments for levels of cash, indebtedness and net working capital at closing.

The foregoing summary of the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Purchase Agreement filed herewith as Exhibit 2.1 and Exhibit 2.2, which are incorporated herein by reference.

The Purchase Agreement has been included to provide investors with information regarding its terms. It is not intended to provide any other factual information about the Company, Sellers or Buyer or any of their affiliates, their respective businesses, or the actual conduct of their respective businesses during the period prior to the closing of the transactions contemplated by the Purchase Agreement. The Purchase Agreement contains representations and warranties that are the product of negotiations among the parties thereto and that the parties made to, and solely for the benefit of, each other as of specified dates. The assertions embodied in those representations and warranties are subject to qualifications and limitations agreed to by the respective parties and are also qualified in important part by a confidential disclosure schedule delivered by Sellers in connection with the Purchase Agreement. The representations and warranties may have been made for the purpose of allocating contractual risk between the parties to the Purchase Agreement instead of establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors.

Item 7.01. Regulation FD Disclosure.

On November 27, 2015, the Company issued a press release announcing, among other things, the completion of the sale of the Business. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated in this Item 7.01 by reference

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description
2.1*	Stock Purchase Agreement, dated as of July 27, 2015, by and between Mallinckrodt Group S.à r.l., Mallinckrodt U.S. Holdings Inc., Mallinckrodt Netherlands Holdings B.V., Mallinckrodt Finance GmbH, Ludlow Corporation, Mallinckrodt Holdings GmbH, Mallinckrodt International Finance S.A.

Edgar Filing: Mallinckrodt plc - Form 8-K

and Guerbet S.A (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed July 28, 2015).

2.2 First Amendment to Stock Purchase Agreement, dated as of November 27, 2015, by and between Mallinckrodt Group S.à r.l., Mallinckrodt U.S. Holdings Inc., Mallinckrodt Netherlands Holdings B.V., Mallinckrodt Finance GmbH, Ludlow Corporation, Mallinckrodt Holdings GmbH, Mallinckrodt International Finance S.A. and Guerbet S.A.

99.1 Press Release issued by Mallinckrodt plc on November 27, 2015, announcing the sale of the Business.

* Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedules and exhibits will be furnished supplementally to the SEC upon request.

SIGNATURES

Pursuant to the requirements 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: November 27, 2015

**MALLINCKRODT PUBLIC LIMITED
COMPANY**

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

Exhibit Index

Exhibit No.	Description
2.1*	Stock Purchase Agreement, dated as of July 27, 2015, by and between Mallinckrodt Group S.à r.l., Mallinckrodt U.S. Holdings Inc., Mallinckrodt Netherlands Holdings B.V., Mallinckrodt Finance GmbH, Ludlow Corporation, Mallinckrodt Holdings GmbH, Mallinckrodt International Finance S.A. and Guerbet S.A (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed July 28, 2015).
2.2	First Amendment to Stock Purchase Agreement, dated as of November 27, 2015, by and between Mallinckrodt Group S.à r.l., Mallinckrodt U.S. Holdings Inc., Mallinckrodt Netherlands Holdings B.V., Mallinckrodt Finance GmbH, Ludlow Corporation, Mallinckrodt Holdings GmbH, Mallinckrodt International Finance S.A. and Guerbet S.A.
99.1	Press Release issued by Mallinckrodt plc on November 27, 2015, announcing the sale of the Business.

* Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedules and exhibits will be furnished supplementally to the SEC upon request.