

PERRIGO Co plc
Form DEFA14A
March 14, 2019

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

PERRIGO COMPANY PLC

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Important Notice Regarding the Internet Availability of Proxy Materials for the
Annual General Meeting of Shareholders to be held on April 26, 2019 at
The Westin Dublin, College Green, Westmoreland Street, Dublin 2, Ireland,
in The Guinea Room at 8:00 A.M., Irish Standard Time**

This communication is not a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Notice and Proxy Statement, Irish Statutory Financial Statements, including related reports, and our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, including related reports, are available at: <http://www.viewproxy.com/perrigo/2019>

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 18, 2019 to facilitate timely delivery.

Important information regarding the Internet availability of the Company's proxy materials, instructions for accessing your proxy materials and voting online, and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.

SHAREHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL GENERAL MEETING.

To the Shareholders of PERRIGO COMPANY plc:

Notice is hereby given that the Annual General Meeting of Shareholders of Perrigo Company plc (the Company) will be held on April 26, 2019 at The Westin Dublin, College Green, Westmoreland Street, Dublin 2, Ireland, in The Guinea Room at 8:00 A.M., Irish Standard Time for the following purposes:

1. Elect Directors to hold office until the 2020 Annual General Meeting of Shareholders:
01 Bradley A. Alford 02 Rolf A. Classon 03 Adriana Karaboutis 04 Murray S. Kessler 05 Jeffrey B. Kindler 06 Erica L. Mann

07 Donal O Connor 08 Geoffrey M. Parker 09 Theodore R. Samuels 10 Jeffrey C. Smith

2. Ratify the appointment of Ernst & Young LLP as our independent auditor for the period ending December 31, 2019, and authorize the Board of Directors, acting through the Audit Committee, to fix the remuneration of the auditor:

3. Advisory vote on the Company s executive compensation:

4. Renew and restate the Company s Long-Term Incentive Plan:

5. Approve the creation of distributable reserves by reducing some or all of the Company s share premium:

6. Renew the Board s authority to issue shares under Irish law:

7. Renew the Board s authority to opt-out of statutory pre-emption rights under Irish law:

8. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH DIRECTOR NOMINEE NAMED IN PROPOSAL 1, and FOR PROPOSALS 2, THROUGH 7.

The Securities and Exchange Commission rules permit us to make our proxy materials available to our stockholders via the Internet.

Proxy materials for this Annual General Meeting and future meetings may be

requested by one of the following methods:

To view your proxy materials online, go to <http://www.viewproxy.com/perrigo/2019>. Have the 11 digit control number available when you access the website and follow the instructions.

877-777-2857 TOLL FREE

requests@viewproxy.com

* If requesting proxy materials by e-mail, please send a blank e-mail with Perrigo Company plc and your 11 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting proxy materials.

You must use the 11 digit control number located in the box below.

**SCAN TO
VIEW MATERIALS & VOTE**

CONTROL NO.

Perrigo Company plc

Sharp Building

10-12 Hogan Place

Dublin D02TY74, Ireland

The following proxy materials are available for you to review at: <http://www.viewproxy.com/perrigo/2019>

Notice & Proxy Statement,

our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, and

our Irish Statutory Financial Statements, including related reports.

To obtain directions to attend the Annual General Meeting of Shareholders, please contact

Perrigo Company plc at GeneralMeeting@perrigo.com

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials

or to vote your proxy electronically. You must reference your control number to

vote by Internet or request a hard copy.

You May Vote Your Proxy When You View The Proxy Materials On The Internet.

You Will Be Asked To Follow The Prompts To Vote Your Shares.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card. If you wish to appoint as proxy

any other person, please contact the Company Secretary.

For participants in the Company's 401K Plan, Internet and telephone voting is available through

April 22, 2019 at 11:59 PM Eastern Daylight Time.

For all other holders, Internet and telephone voting is available through

April 24, 2019 at 11:59 PM Eastern Daylight Time.

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REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call **1-877-777-2857** toll free

or

By logging onto <http://www.viewproxy.com/perrigo/2019>

or

By email at requests@viewproxy.com

Please include Perrigo Company plc and your control number in the subject line of your e-mail.