SEC Form 4

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

			2. Issuer Name and Ticker or Trading Symbol <u>Endo International plc</u> [ENDP]		ationship of Reporting Person(s) to Issuer < all applicable) Director 10% Owner		
(Last) 745 FIFTH AVE	Last) (First) (Middle) 45 FIFTH AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 11/11/2015		Officer (give title below)	Other (specify below)	
(Street) NEW YORK	NY	10151	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing Form filed by One Repo Form filed by More thar	orting Person	
(City)	(State)	(Zip)			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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
		(Montal/Day/Tear)	Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	() (1130.4)	(Instr. 4)
Ordinary Shares	11/11/2015		М		10,000	Α	\$31.43	259,599	D	
Ordinary Shares	11/11/2015		S		8,000	D	\$55.48 ⁽¹⁾	251,599	D	
Ordinary Shares								10,375 ⁽²⁾	Ι	In Trust

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. Transa Code (8)		of		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	Amount or Number of Shares				
2004 Stock Incentive Plan Stock Options (NQ)	\$31.43	11/11/2015		М			10,000	(3)	03/13/2016	Ordinary Shares	10,000	\$0.00 ⁽⁴⁾	0	D	

Explanation of Responses:

1. This represents the average price per share of ordinary shares that Mr. Hyatt sold on the open market on November 11, 2015 at prices ranging from \$55.36 to \$55.64.

2. This number represents ordinary shares indirectly held by Mr. Hyatt. These ordinary shares are held in trusts for which Mr. Hyatt serves as trustee and holds either sole or shared power of disposition and vote. 3. Mr. Hyatt's stock options that were granted under the 2004 Stock Incentive Plan on March 13, 2006 were generally exercisable 25% per year on March 13, 2007, March 13, 2008, March 13, 2009, and March 13, 2010.

4. These securities were granted to Mr. Hyatt in 2006 in consideration of his services on the Endo Health Solutions Inc. Board of Directors.

Remarks:

<u>/s/ Matthew J. Maletta, by</u> power of attorney

<u>11/12/2015</u> on Date

** Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these present that the undersigned hereby makes, constitutes and appoints Matthew J. Maletta, Orla Dunlea, Daniel A. Rudio, Dan McCall and Justin Dailey as the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of each of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Endo International plc, an Irish public limited company (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect with respect to each undersigned until revoked by such undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of April 2015.

SIGNATURE

TITLE

/s/ Michael Hyatt NAME: Michael Hyatt Director

On this 28th day of April 2015, the above-named individual personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

3 LOWER MOUNT STREET DUBLIN 2, IRELAND NOTARY PUBLIC COMMISSIONED FOR LIFE