
**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 the earliest event reported): August 8, 2018

ENDO INTERNATIONAL PLC

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

001-36326
(Commission
File Number)

68-0683755
(I.R.S Employer
Identification No.)

**First Floor, Minerva House,
Simmons Court Road, Ballsbridge,
Dublin 4, Ireland**
(Address of principal executive offices)

Not Applicable
(Zip Code)

Registrant's telephone number, including area code 011-353-1-268-2000

Not Applicable
Former name or former address, if changed since last report

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On August 8, 2018, Endo International plc (the “**Company**”) filed a prospectus supplement (“**Prospectus Supplement**”) to its effective shelf registration statement on Form S-3 filed with the Securities and Exchange Commission on August 8, 2018. The Company filed the Prospectus Supplement covering up to 22,152,136 of the Company’s ordinary shares, nominal value \$0.0001 per share (the “**Company Shares**”), in accordance with its obligations under that certain Registration Rights Agreement, dated as of May 18, 2015, between the Company and certain investment funds affiliated with TPG Global, LLC (“**TPG**”), as amended by the Amendment to Shareholders and Registration Rights Agreement, dated as of May 5, 2016. The Company Shares covered by the Prospectus Supplement include the shares previously covered by the Company’s prospectus supplement, dated September 28, 2015, which is no longer effective. TPG has indicated that it has no current intention of selling Company Shares pursuant to the Prospectus Supplement. The opinion of A&L Goodbody relating to the validity of the Company Shares covered by the Prospectus Supplement is attached as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of A&L Goodbody

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.

Date: August 8, 2018

ENDO INTERNATIONAL PLC

By: /s/ Matthew J. Maletta
Name: Matthew J. Maletta
Title: Executive Vice President,
Chief Legal Officer

EXHIBIT INDEX

**Exhibit
Number**

Description

5.1

Opinion of A&L Goodbody



A&L Goodbody Solicitors
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 T +353 1 649 2000
 Dx: 29 Dublin | www.algoodbody.com

Dublin
 Belfast
 London
 New York
 San Francisco
 Palo Alto

Date | 8 August 2018
 Our Ref | 01424430

Endo International plc
 First Floor, Minerva House
 Simmonscourt Road
 Ballsbridge, Dublin 4
 Ireland

Endo International plc (the Company)

Dear Sirs and Madams

We are acting as Irish counsel for the Company, a public limited company incorporated under the laws of Ireland, in connection with the proposed offer and sale of up to an aggregate of 22,152,136 ordinary shares, par value \$0.0001 (the **Selling Shareholders' Shares**), from time to time at indeterminate prices by the selling shareholders, pursuant to a Registration Statement on Form S-3 (the **Registration Statement**) filed by the Company under the Securities Act of 1933, as amended (the **Securities Act**) on 8 August 2018, the related prospectus dated 8 August 2018 included in the Registration Statement (the **Base Prospectus**), and the prospectus supplement relating to the Selling Shareholders' Shares to be filed with the Securities and Exchange Commission pursuant to Rule 424(b) promulgated under the Securities Act (the **Prospectus Supplement**, and together with the Base Prospectus, the **Prospectus**).

In connection with this Opinion, we have reviewed copies of such corporate records of the Company as we have deemed necessary as a basis for the opinion hereinafter expressed. In rendering this opinion, we have examined, and have assumed the truth and accuracy of the contents of, such documents and certificates of officers of the Company and of public officials as to factual matters and have conducted such searches in public registries in Ireland as we have deemed necessary or appropriate for the purposes of this opinion but have made no independent investigation regarding such factual matters. In our examination we have assumed the truth and accuracy of the information contained in such documents, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the original of such documents.

We have further assumed that none of the resolutions and authorities of the shareholders or directors of the Company upon which we have relied have been varied, amended or revoked in any respect or have expired and that the Selling Shareholders' Shares have been issued in accordance with such resolutions and authorities.

We have assumed the absence of fraud on the part of the Company and its respective officers, employees, agents and advisers.

Having made such further investigation and reviewed such other documents as we have considered requisite or desirable, subject to the foregoing and to the within qualifications and assumptions, we are of the opinion that the Selling Shareholders' Shares have been duly authorised and are validly issued, fully paid and are not subject to calls for any additional payments ("non-assessable").

PM Law • CE Gill • JG Grennan • J Coman • PD White • VJ Power • LA Kennedy • SM Doggett • B McDermott • C Duffy • PV Maher • S O'Riordan • MP McKenna • KA Feeney M Sherlock • EP Conlon • E MacNeill • KP Allen • EA Roberts • C Rogers • G O'Toole • JN Kelly • N O'Sullivan • MJ Ward • AC Burke • D Widger • C Christle • S O'Croinin • JW Yarr • DR Baxter A McCarthy • JF Whelan • JB Somerville • MF Barr • AM Curran • A Roberts • M Dale • RM Moore • D Main • J Cahir • M Traynor • PM Murray • P Walker • K Furlong • PT Fahy • M Rasdale D Inverarity • M Coghlan • DR Francis • A Casey • B Hosty • M O'Brien • K Killalea • L Mulleady • K Ryan • E Hurley • G Stanley • D Dagostino • C Clarkin • R Grey • R Lyons • J Sheehy • C Morrissey C McLoughlin • C Carroll • SE Carson • P Diggin • J Williams • A O'Beirne • MD Cole • G Conheady • J Dallas • SM Lynch • M McElhinney • C Owens • AD Ion • K O'Connor • JH Milne • T Casey • M Doyle CJ Comerford • R Marron • D Berkery

Consultants: SW Haughey • Professor JCW Wylie • AF Browne • MA Greene • AV Fanagan • JA O'Farrell • IB Moore

In rendering this Opinion, we have confined ourselves to matters of Irish law. We express no opinion on any laws other than the laws of Ireland (and the interpretation thereof) in force as at the date hereof.

We hereby consent to the filing of this Opinion with the United States Securities and Exchange Commission as an exhibit to a Current Report of the company on Form 8-K and to the reference to our firm under the caption “Legal Matters” in the Prospectus that is a part of the Registration Statement.

Yours faithfully

/s/ A&L Goodbody