

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**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 6, 2017**

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**ENDO INTERNATIONAL PLC**

(Exact Name of Registrant as Specified in Its Charter)

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**Ireland**  
(State or other jurisdiction  
of incorporation)

**001-36326**  
(Commission File Number)

**68-0683755**  
(IRS Employer  
Identification No.)

**First Floor, Minerva House, Simmonscourt 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On November 6, 2017, Mr. Douglas S. Ingram, a director of Endo International plc (the “Company”), notified the Company of his decision to resign from the Company’s Board of Directors (the “Board”) effective immediately due to his recent appointment as president and chief executive officer of another company. There are no disagreements between Mr. Ingram and the Company, the Company’s management or the Board on any matters relating to the Company’s operations, policies or practices.

On November 8, 2017, the Company appointed Dr. Sharad S. Mansukani as a member of the Board to replace Mr. Ingram effective as of November 8, 2017. Dr. Mansukani will be a member of the Board’s Compensation Committee and its Operations Committee.

Dr. Mansukani will be compensated pursuant to the Company’s standard non-employee director compensation policy in effect from time to time. Pursuant to the Company’s current standard policy regarding non-employee director compensation, a director is generally entitled to receive the following compensation in June of each year for services from January 1<sup>st</sup> through December 31<sup>st</sup>: (1) an annual cash retainer of \$75,000 and (2) share-based awards valued at \$275,000, consisting of ordinary shares.

In connection with his appointment, Dr. Mansukani will receive, on November 8, 2017: (1) a prorated portion of the annual Board of Directors cash retainer fee in the amount of approximately \$11,096 and (2) a prorated portion of the annual share-based award equal in value to approximately \$40,685, in each case for services through December 31, 2017.

There are no arrangements or understandings pursuant to which Dr. Mansukani was selected as a director of the Company. Dr. Mansukani does not have any relationship or related transaction with the Company that would require disclosure pursuant to Item 404(a) of Securities and Exchange Commission Regulation S-K.

Dr. Sharad S. Mansukani, M.D., CPE, CMCE, 48, currently serves as a senior advisor of TPG Capital LP and on the board of directors of Kindred Healthcare Inc. From 2012 to 2015, Dr. Mansukani served as a strategic advisor to the board of directors of Cigna Corp. Prior to his position at Cigna Corp., Dr. Mansukani was appointed to Medicare’s Program Advisory and Oversight Committee by the Secretary of the Department of Health and Human Services from 2009 to 2012. Dr. Mansukani also served as a senior advisor to the Administrator of the Centers for Medicare and Medicaid Services (“CMS”) from 2003 to 2005, where he advised on design and implementation of the Medicare prescription drug benefit, also known as Medicare Part D. Prior to CMS, Dr. Mansukani was a senior vice president and chief medical officer at Health Partners from 1999 to 2003. Previously, Dr. Mansukani served as the vice chairman of the board of directors of Health Spring Inc. from 2007 to 2012 and as chairman of the board of directors of Envision Rx Options from 2013 to 2016. Dr. Mansukani also served on the board of directors of Surgical Care Affiliates, Inc. from 2007 to 2017, IASIS Healthcare Corporation from 2005 to 2017, IMS Health Holdings, Inc. from 2009 to 2016 and Par Pharmaceutical Holdings, Inc. from 2012 to 2015, prior to the Company’s acquisition of Par Pharmaceutical Holdings, Inc. in 2015. Dr. Mansukani currently serves on the board of directors of the Children’s Hospital of Philadelphia and serves on the editorial boards of the American Journal of Medical Quality, Managed Care, Biotechnology Healthcare and American Health & Drug Benefits. Dr. Mansukani completed the honors six-year B.A.-M.D. program at Lehigh University and Medical College of Pennsylvania, where he received his B.A. from Lehigh University in 1991 and his M.D. from Medical College of Pennsylvania in 1993. He completed a residency and fellowship in Ophthalmology at the University of Pennsylvania School of Medicine in 1998 and a fellowship in quality management and managed care at the Wharton School of Business in 1999. Dr. Mansukani is qualified to serve on the Board of the Company based on his extensive knowledge of the pharmaceutical industry and service as a board member of publicly traded and private companies in the industry and based on his in-depth knowledge and understanding of the complex U.S. healthcare system.

On November 8, 2017, the Company issued a press release announcing the resignation of Mr. Ingram and the appointment of Dr. Mansukani. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release of Endo International plc dated as of November 8, 2017, announcing the appointment of Dr. Sharad S. Mansukani to the Board of Directors of Endo International plc and the resignation of Mr. Douglas S. Ingram</a>

**SIGNATURE**

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.

ENDO INTERNATIONAL PLC

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

Dated: November 8, 2017

## INDEX TO EXHIBITS

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**Endo Announces Appointment of Dr. Sharad S. Mansukani to Board of Directors  
and Resignation of Mr. Douglas S. Ingram**

**DUBLIN, November 8, 2017** -- Endo International plc (NASDAQ: ENDP) today announced the appointment of Sharad S. Mansukani, M.D., CPE, CMCE to the Company's Board of Directors effective immediately. Endo also announced Douglas S. Ingram's decision to resign as a director from the Company's Board of Directors effective November 6, 2017 due to his appointment as President and CEO of Sarepta Therapeutics earlier this year.

"I'm pleased to welcome Dr. Mansukani to the Endo Board. We value the unique skill set he brings and look forward to his contributions as we continue to execute against the key priorities that we believe will enable us to achieve our Company's vision," said Roger Kimmel, Chairman of the Board of Endo.

"Dr. Mansukani will be an excellent addition to our Board of Directors. He possesses significant board experience and deep healthcare experience which should prove to be of great value to Endo," said Paul Campanelli, President and Chief Executive Officer of Endo.

Dr. Mansukani stated, "I look forward to working closely with Endo's Board of Directors and leadership team. It is a challenging time for the industry and I'm eager to be a resource as they continue to reshape the organization for success. I am enthusiastic about the future of the Company and the opportunities ahead."

Dr. Mansukani currently serves as a Senior Advisor to TPG Capital LP and on the Board of Directors of Kindred Healthcare, Inc. He previously served on the Board of Directors of IASIS Healthcare, Surgical Care Affiliates, IMS Health Holdings, Inc. and as Vice Chairman of the Board of Directors of HealthSpring, Inc. as well as a Strategic Advisor to the Board of Directors of Cigna Corporation. Additionally, Dr. Mansukani was a member of Medicare's Program Advisory and Oversight Committee and served as a Senior Advisor to the Administrator of the Centers for Medicare and Medicaid Services. Dr. Mansukani completed a residency and fellowship in ophthalmology at the University of Pennsylvania School of Medicine and a fellowship in quality management and managed care at the Wharton School of Business.

“I would like to extend my sincere gratitude to Doug Ingram for his important contributions as a Board member over the past 18 months,” added Mr. Campanelli. “It has been an honor working with him during my first year as Endo's CEO. His expertise and industry knowledge have been tremendously valuable to our Board and the senior leadership team during a time of transition. I wish him the best in his role at Sarepta Therapeutics.”

Mr. Ingram stated, "It's been a pleasure working with Endo and I'm confident in the leadership team and the strategic foundation that has been built. I look forward to continued partnership as a strategic advisor as the Company advances the development of collagenase clostridium histolyticum (CCH) for cellulite and plans for success.”

“On behalf of the entire Board, I would like to express our appreciation to Mr. Ingram for his guidance and highly valued contributions," added Mr. Kimmel.

### **About Endo International plc**

Endo International plc (NASDAQ: ENDP) is a highly focused generics and specialty branded pharmaceutical company delivering quality medicines to patients in need through excellence in development, manufacturing and commercialization. Endo has global headquarters in Dublin, Ireland, and U.S. headquarters in Malvern, PA. Learn more at [www.endo.com](http://www.endo.com).

### **Cautionary Note Regarding Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Canadian securities legislation including, among others, the statements by Messrs. Kimmel, Campanelli and Ingram and Dr. Mansukani. Statements including words such as “believes,” “expects,” “anticipates,” “intends,” “estimates,” “plan,” “will,” “may,” “look forward,” “intend,” “guidance,” “future” or similar expressions are forward-looking statements. Because these statements reflect Endo’s current views, expectations and beliefs concerning future events, these forward-looking statements involve risks and uncertainties. Although Endo believes that these forward- looking statements and information are based upon reasonable assumptions and expectations, readers should not place undue reliance on them, or any other forward- looking statements or information in this news release. Investors should note that many factors, as more fully described in the documents filed by Endo with securities regulators in the United States and Canada including under the caption “Risk Factors” in Endo’s Form 10-K, Form 10-Q and Form 8-K filings with the Securities and Exchange Commission and with securities regulators in Canada on System for Electronic Document Analysis and Retrieval (“SEDAR”) could affect Endo’s future financial results and could cause Endo’s actual results to differ

materially from those expressed in the forward-looking statements contained in this press release. Endo assumes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise, except as may be required under applicable securities law.

***Endo International plc:***

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