

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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	
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1. Name and Address of Reporting Person* <u>Upadhyay Suketu</u> (Last) (First) (Middle) C/O ENDO INTERNATIONAL PLC MINERVA HOUSE, SIMMONSCOURT ROAD (Street) BALLSBRIDGE, L2 0 DUBLIN 4 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Endo International plc [ENDP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2015	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
2010 Stock Incentive Plan Performance Shares ⁽¹⁾	02/24/2015		A		17,595 ⁽²⁾	A	(3)	46,860 ⁽⁴⁾	D	
2010 Stock Incentive Plan Restricted Stock Units (RSU) ⁽⁵⁾	02/24/2015		A		8,797	A	(3)	24,148	D	

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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						Amount or Number of Shares
2010 Stock Incentive Plan Stock Options (NQ) ⁽⁶⁾	\$85.25	02/24/2015		A		32,470		(7)	02/24/2022	Ordinary Shares	32,470	\$0.00 ⁽³⁾	32,470	D	

Explanation of Responses:

- The performance shares vest upon the Company achieving certain shareholder return targets over a cumulative 3-year period.
- Represents target quantity of shares issuable. The exact number of shares issuable will be determined on achievement of certain shareholder return targets over a cumulative 3-year period, as determined by the Board of Directors of Endo International plc. The executive can earn between 0% and 300% of the target shares.
- These securities were granted to Mr. Upadhyay in consideration of his services as the Executive Vice President and Chief Financial Officer of Endo International plc.
- Represents the cumulative target quantity of shares issuable with respect to all 2010 Stock Incentive Plan performance shares outstanding. The cumulative total is the combination of the target payouts for the current grant and all past grants made under the 2010 Stock Incentive Plan and still outstanding, which are subject to a range of payouts depending on the achievement of certain performance metrics as described herein for the current grants and as previously disclosed for all other performance share grants.
- Upon each vesting date, each vested restricted stock unit automatically converts into one (1) ordinary share of Endo International plc. These restricted stock units (RSUs) are generally exercisable 25% per year on each of February 24, 2016, February 24, 2017, February 24, 2018 and February 24, 2019. Upon vesting, we consider the underlying RSUs to be expired.
- Representing the right to buy ordinary shares, par value \$0.0001 per share, of Endo International plc.
- These stock options are generally exercisable 25% per year on each of February 24, 2016, February 24, 2017, February 24, 2018 and February 24, 2019.

Remarks:

/s/ Caroline B. Manogue, by 02/26/2015
power of attorney

** Signature of Reporting Person Date

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 Caroline B. Manogue, Daniel A. Rudio, Richard Casten 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 15th day of April 2014.

SIGNATURE

TITLE

/S/ SUKETU P. UPADHYAY
Officer
Suketu P. Upadhyay

Executive Vice President and Chief Financial

STATE OF PENNSYLVANIA:
COUNTY OF CHESTER:

On this 15th day of April 2014, 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.

/s/ Susan E. Dear
Notary Public

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL

SUSAN E. DEAR, Notary Public
Bethel Twp., Delaware County
My Commission Expires January 8, 2017