SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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

Coleman Blaise	2. Date of Event Requiring Stater Month/Day/Yea 11/22/2016	ment	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Endo International plc</u> [ ENDP ]					
(Last) (First) (Middle) C/O ENDO INTERNATIONAL PLC FIRST FL, MINERVA HOUSE, SIMMONCOURT RD			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) SVP Glob Finance & Interim CFO		r (Mor cify 6. In	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) BALLSBRIDGE, L2 L2 DUBLIN							y One Reporting Person y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Ordinary Shares			3,153	D				
2010 Stock Incentive Plan Restricted Stock Units (RSU) <sup>(1)</sup>			3,079	D				
2015 Stock Incentive Plan Restricted Stock Units (RSU) <sup>(2)</sup>			1,501	D				
2015 Stock Incentive Plan Restricted Stock Units (RSU) <sup>(3)</sup>			8,041	D				
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securit Underlying Derivative Securit		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
2015 Stock Incentive Plan Stock Options (NQ) <sup>(4)</sup>	(4)	02/23/2026	5 Ordinary Shares	5,063	50.22	D		
2015 Stock Incentive Plan Stock Options (NQ)	(5)	05/16/2026	5 Ordinary Shares	20,246	14.3	D		

Explanation of Responses:

1. 6,158 restricted stock units (RSUs) were granted to Mr. Coleman on January 28, 2015 under the 2010 Stock Incentive Plan. These RSUs generally vest 50% per year on each of January 28, 2016 and January 28, 2017. Upon vesting, we consider the underlying RSUs to be expired. As of November 22, 2016 (the date of effectiveness of Mr. Coleman's appointment as an executive officer of Endo International plc), 3,079 RSUs were vested and released.

2. These RSUs were granted to Mr. Coleman on February 23, 2016 under the 2015 Stock Incentive Plan. They vest 25% per year on each grant date anniversary through February 23, 2020. Upon vesting, we consider the underlying RSUs to be expired.

3. These RSUs were granted to Mr. Coleman on May 16, 2016 under the 2015 Stock Incentive Plan. They vest 33% per year on each grant date anniversary through May 16, 2019. Upon vesting, we consider the underlying RSUs to be expired.

4. These non-qualified stock options were granted to Mr. Coleman on February 23, 2016 under the 2015 Stock Incentive Plan. These stock options vest 25% per year on each grant date anniversary through February 23, 2020.

5. These non-qualified stock options were granted to Mr. Coleman on May 16, 2016 under the 2015 Stock Incentive Plan. These stock options vest 33% per year on each grant date anniversary through May 16, 2019.

## **Remarks:**

On October 20, 2016, Endo International plc appointed Mr. Coleman as Interim Chief Financial Officer, effective November 22, 2016. These securities represent the amounts owned by Mr. Coleman as of November 22, 2016, the date of effectiveness of his appointment.

## /s/ Matthew J. Maletta, by power of attorney

\*\* Signature of Reporting Person

11/22/2016 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 5 (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, Frank Schuenemann, Mark Wicoff and Sarah Beck 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 22nd day of November 2016.

SIGNATURE

TITLE

/S/ Blaise A. Coleman NAME: Blaise A. Coleman Senior Vice President of Global Finance Operations and Interim Chief Financial Officer

STATE OF PENNSYLVANIA: COUNTY OF CHESTER:

On this 22nd day of November 2016, 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.

Stephanie Ann Stidham Notary Public

Commonwealth of Pennsylvania Notarial Seal Stephanie Ann Stidham Notary Public East Whiteland Twp, Chester County My Commission Expires Jan 12, 2020