
**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 earliest event reported):
January 8, 2015 (January 5, 2015)**

ENDO INTERNATIONAL PLC

(Exact name of registrant as specified in its charter)

Ireland
(State or Other Jurisdiction
of Incorporation)

001-36326
(Commission File Number)

Not Applicable
(IRS Employer
Identification Number)

33 Fitzwilliam Square, Dublin 2 Ireland
(Address of principal executive offices)

Not Applicable
(Zip Code)

011-353-1-669-6634
(Registrant's telephone number, including area code)

(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 (see General Instruction A.2. below):

- 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 5, 2015, Endo International plc (“Endo”) announced that Caroline B. Manogue intends to retire from her position as Executive Vice President, Chief Legal Officer on July 1, 2015 (the “Termination Date”). In connection with Ms. Manogue’s resignation, Endo Health Solutions Inc. (the “Company”), a wholly-owned subsidiary of Endo, entered into a Retention Agreement with Ms. Manogue (the “Retention Agreement”).

In consideration of Ms. Manogue’s agreement to serve as Chief Legal Officer through the Termination Date and subject to Ms. Manogue executing and not revoking a release of claims, she will receive a cash payment of \$500,000 within sixty (60) days following the Termination Date. Under the Retention Agreement, in consideration of Ms. Manogue’s agreement to serve as Chief Legal Officer through the Termination Date and her agreement to provide the consulting services described below, and subject to her executing and not revoking a release of claims, (i) Ms. Manogue will be eligible to receive her annual cash incentive based on her then current target and Endo’s actual performance for 2015, which will be prorated based on the number of days elapsed through the Termination Date, (ii) Ms. Manogue’s stock options will continue to vest during the one-year period following the Termination Date, and (iii) and the performance share units granted to Ms. Manogue in 2013 will vest, without proration, based on actual performance criteria applicable to such award.

Under the Retention Agreement, Ms. Manogue has agreed to serve as a consultant to the Company for a period of one (1) year following the Termination Date, for which she will receive an aggregate amount equal to \$500,000, payable in equal monthly amounts. Subject to Ms. Manogue executing and not revoking a release of claims, (i) Ms. Manogue and her dependents will be provided continued health coverage during the consulting period at the rates applicable to active employees and (ii) any vested stock options that remain outstanding as of the termination of the consulting period will remain exercisable for one (1) year thereafter.

The Retention Agreement includes cooperation and non-disparagement covenants and a provision concerning indemnification, and incorporates by reference the confidentiality and non-competition covenants contained in Ms. Manogue’s employment agreement.

The foregoing description of the Retention Agreement is qualified in its entirety by reference to the Retention Agreement.

On January 5, 2015, the Company issued a press release announcing the departure by Ms. Manogue. The press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release.

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

Date: January 8, 2015

By: /S/ CAROLINE B. MANOGUE

Caroline B. Manogue

Executive Vice President, Chief Legal Officer



News Release

Endo Announces Retirement of Chief Legal Officer

DUBLIN, Jan. 5, 2015 /PRNewswire/ — Endo International plc (NASDAQ: ENDP) (TSX: ENL) announced today that Caroline B. Manogue, Executive Vice President, Chief Legal Officer has advised the company that she intends to retire from the Company on July 1, 2015. Endo has retained a leading executive search firm to assist in identifying a successor. Ms. Manogue will continue to serve in her role during the search process and through a transition period once her successor has been named.

“Caroline has been an integral member of Endo’s executive leadership team since 2000. Her contributions have helped shape our growth strategy and supported our transformation into a global specialty healthcare company that is improving lives while creating value for those who invest in us,” commented Rajiv De Silva, Endo’s President and Chief Executive Officer. “Caroline has been instrumental in guiding us through a number of complicated corporate, intellectual property, regulatory and litigation matters. I have valued her counsel and am honored to have worked closely with her during my tenure here at Endo. She will surely be missed by many. We thank her for her years of exemplary leadership and significant contributions, and we wish her well as she enjoys her retirement.”

“I am proud to have contributed to the growth and success of Endo over the past 15 years,” commented Caroline Manogue, Endo’s Executive Vice President and Chief Legal Officer. “Helping to build the Company into the global specialty healthcare company it is today has been a truly incredible and gratifying experience. I believe that Endo is well positioned for continued growth and success. I would like to thank Rajiv and the Board for their support of my decision to retire.”

About Endo International plc

Endo International plc is a global specialty healthcare company focused on improving patients’ lives while creating shareholder value. Endo develops, manufactures, markets, and distributes quality branded pharmaceutical, generic pharmaceutical, over the counter medications and medical device products through its operating companies. Endo has global headquarters in Dublin, Ireland, and U.S. headquarters in Malvern, PA. Learn more at www.endo.com.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Canadian securities legislation. 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”) and as otherwise enumerated herein or therein, could affect Endo’s future financial results and could cause Endo’s actual results to differ materially from those expressed in forward-looking statements contained in Endo’s Annual Report on Form 10-K. The forward-looking statements in this press release are qualified by these risk factors. These are factors that, individually or in the aggregate, could cause Endo’s actual results to differ materially from expected and historical results. 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.

SOURCE Endo International plc

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“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: Statements in this press release regarding Endo International plc—PR’s business which are not historical facts are “forward-looking statements” that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see “Risk Factors” in the Company’s Annual Report or Form 10-K for the most recently ended fiscal year.