

Swanton Wayne R
Form 3
January 19, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Swanton Wayne R
(Last) (First) (Middle)

CLONSHAUGH BUSINESS
AND TECHNOLOGY
PARK,, COOLOCK, CO.

(Street)

DUBLIN,, L2 D17 E400

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
01/12/2018

3. Issuer Name and Ticker or Trading Symbol
Allergan plc [AGN]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
EVP, Global Operations

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Ordinary Shares, par value \$0.0001	742 ⁽¹⁾	D	^
Ordinary Shares, par value \$0.0001	1,002 ⁽²⁾	D	^
Ordinary Shares, par value \$0.0001	888 ⁽³⁾	D	^
Ordinary Shares, par value \$0.0001	675 ⁽⁴⁾	D	^
Ordinary Shares, par value \$0.0001	327 ⁽⁵⁾	D	^
Ordinary Shares, par value \$0.0001	1,054 ⁽⁶⁾	D	^
Ordinary Shares, par value \$0.0001	1,252 ⁽⁷⁾	D	^
Ordinary Shares, par value \$0.0001	4,945 ⁽⁸⁾	D	^

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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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 Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	Â (9)	07/01/2024	Ordinary Shares	5,508	\$ 224	D	Â
Stock Option (Right to Buy)	Â (10)	03/16/2025	Ordinary Shares	1,369	\$ 307.51	D	Â
Performance-Based Restricted Stock Unit	Â (11)	Â (11)	Ordinary Shares	12,129	\$ (11)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swanton Wayne R CLONSHAUGH BUSINESS AND TECHNOLOGY PARK, COOLOCK, CO. DUBLIN, Â L2 Â D17 E400	Â	Â	Â EVP, Global Operations	Â

Signatures

/s/ A. Robert D. Bailey, Attorney-in-Fact for the Reporting Person

01/19/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
 - (1) Includes ordinary shares which were initially granted as restricted share units ("RSUs"). One-fourth of the total grant vested on each of March 5, 2015, March 5, 2016 and March 5, 2017 and such RSUs now constitute ordinary shares. One-fourth of the total grant will vest on March 5, 2018 and still represents RSUs.
 - (2) Includes ordinary shares which were initially granted as performance-based restricted share units ("PSUs"). One-fourth of the total grant vested on each of March 5, 2015, March 5, 2016 and March 5, 2017 and such PSUs now constitute ordinary shares. One-fourth of the total grant will vest on March 5, 2018 and represents RSUs.
 - (3) Includes ordinary shares which were initially granted as PSUs. One-third of the total grant vested on December 31, 2017 and such PSUs now constitute ordinary shares. One-third of the total grant will vest on each of December 31, 2018 and December 31, 2019 and represents RSUs.

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- (4) Includes ordinary shares which were initially granted as RSUs. One-fourth of the total grant vested on each of March 4, 2016 and March 4, 2017 and such RSUs now constitute ordinary shares. One-fourth of the total grant will vest on each of March 4, 2018 and March 4, 2019 and still represents RSUs.
- (5) Includes ordinary shares which were initially granted as RSUs. One-fourth of the total grant vested on each of March 17, 2016 and March 17, 2017 and such RSUs now constitute ordinary shares. One-fourth of the total grant will vest on each of March 17, 2018 and March 17, 2019 and still represents RSUs.
- (6) Includes ordinary shares which were initially granted as RSUs. One-fourth of the total grant vested on March 8, 2017 and such RSUs now constitute ordinary shares. One-fourth of the total grant will vest on each of March 8, 2018, March 8, 2019 and March 8, 2020 and still represents RSUs.
- (7) Represents RSUs. One-fourth of the total grant will vest on each of March 7, 2018, March 7, 2019, March 7, 2020 and March 7, 2021.
- (8) Represents RSUs. Twenty percent of the total grant will vest on each of December 12, 2018, December 12, 2019, December 12, 2020, December 12, 2021 and December 12, 2022.
- (9) Twenty percent of the total grant vested on each of July 1, 2015, July 1, 2016 and July 1, 2017. Twenty percent of the grant will vest on each of July 1, 2018 and July 1, 2019.
- (10) One-fourth of the total grant vested on each of March 17, 2016 and March 17, 2017. One-fourth of the grant will vest on each of March 17, 2018 and March 17, 2019.
- (11) Represents PSUs which will vest as to fifty percent of total grant each on December 31, 2020 and December 31, 2021, subject to the achievement by the Issuer of certain performance criteria. Each PSU represents a contingent right to receive a number of ordinary shares equal to the product of the applicable performance multiple and the target number of shares underlying the PSU, as set forth in the award agreement between the Issuer and the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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