

Covidien Ltd.
Form DEFA14A
January 13, 2009

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Covidien Ltd.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

-
- Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

January 13, 2009
19 |
Incorporation in Ireland
Announced
relocation
of
tax
residency
and
plan
to

move
executive
office
from
Bermuda
to
Ireland
in
December
2008
Incorporation
requires
shareholder
and
Bermuda
court
approval;
shareholder
vote
later
in
2009
No
impact
on
2009
guidance
[The
following
slides
were
included
in
a
presentation
made
by
Richard
J.
Meelia,
Covidien's
Chairman,
President
and
Chief
Executive
Officer,
at
the
J.P.

Morgan
Healthcare
Conference
on
January
13,
2009.]

January 13, 2009
21 |
Appendix
In
connection
with
the
Irish

reorganization,
Covidien
intends
to
file
with
the
SEC
a
proxy
statement
and
mail
the
proxy
statement
to
its
shareholders.
Shareholders
are
urged
to
read
such
proxy
statement
when
it
becomes
available
because
it
will
contain
important
information.
The
proxy
statement
will
be,
and
other
documents
filed
or
to
be
filed

by
Covidien
with
the
SEC
are
or
will
be,
available
free
of
charge
at
the
SEC's
web
site
(www.sec.gov)
and
at
Covidien's
web
site
(www.covidien.com).
Covidien
and
its
directors
and
executive
officers
and
other
persons
may
be
deemed
participants
in
the
solicitation
of
proxies
in
connection
with
the
proposed
reorganization.

Information
about
the
direct
or
indirect
interests
of
the
participants,
by
security
holdings
or
otherwise,
is
available
in
Covidien's
Annual
Report
on
Form
10-K
for
the
year
ended
September
26,
2008
and
proxy
statement
for
Covidien's
2008
annual
meeting,
which
were
filed
on
November
21,
2008
and
January
24,
2008,

respectively,
and
will
be
available
in
the
proxy
statement
to
be
filed
in
connection
with
the
reorganization.