

Covidien plc  
Form 425  
June 16, 2014

Filed by Covidien plc  
pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934  
Subject Company: Covidien plc

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Date: June 16, 2014

A Note From Legal

The directors of Medtronic accept responsibility for the information contained in this announcement other than that relating to directors of Covidien and members of their immediate families, related trusts and persons connected with them. To the best of Medtronic (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement accords with the facts and does not omit anything likely to affect the import of such information.

The directors of Covidien accept responsibility for the information contained in this announcement relating to Covidien and their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the directors of

care to ensure such is the case), the information contained in this announcement for which they accept responsibility is in accordance with anything likely to affect the import of such information.

**NO OFFER OR SOLICITATION**

**PARTICIPANTS IN THE SOLICITATION**

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or to purchase any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the acquisition, the merger or otherwise the transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a registration statement filed with the SEC pursuant to Section 10 of the Securities Act of 1933, as amended.

Medtronic, New Medtronic and Covidien and certain of their respective directors and executive officers and employees may be solicited to act as proxies from the respective shareholders of Medtronic and Covidien in respect of the transactions contemplated by the Joint Proxy Statement/Prospectus regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise. Information regarding Medtronic's directors and executive officers is contained in Medtronic's Annual Report on Form 10-K for the fiscal year ended April 26, 2013 and its Proxy Statement on Schedule 14A, dated July 12, 2013, which are filed with the SEC. Information regarding Covidien's directors and executive officers is contained in Covidien's Annual Report on Form 10-K for the fiscal year ended September 29, 2013 and its Proxy Statement on Schedule 14A, dated January 24, 2014, which are filed with the SEC.

**IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC**

New Medtronic will file with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that also constitutes a Prospectus of New Medtronic. Medtronic and Covidien plan to mail to their respective shareholders a Joint Proxy Statement/Prospectus (including the Scheme) in connection with the transactions. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING THE SCHEME) AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC. IMPORTANT INFORMATION WILL BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MEDTRONIC, COVIDIEN AND RELATED MATTERS.** Investors and security holders will be able to obtain free copies of the Joint Proxy Statement/Prospectus and other documents filed with the SEC by New Medtronic, Medtronic and Covidien through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Shareholders will be able to obtain free copies of the Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed with the SEC by contacting Medtronic Investor Relations at [investor.relations@medtronic.com](mailto:investor.relations@medtronic.com) or by calling 763-505-2692, and Covidien Investor Relations at [investor.relations@covidien.com](mailto:investor.relations@covidien.com) or by calling 508-452-4343.

Living Our Mission in All We Do  
alleviate pain  
restore health  
extend life  
written  
in  
1960

Cardiac and  
Vascular Group  
\$8.8B  
Strengthened by Our Breadth  
Restorative  
Therapies Group  
\$6.5B

Cardiac rhythm  
disease management  
Structural heart  
Coronary  
Surgical  
technologies  
Neuromodulation  
Spine  
Endovascular  
Diabetes Group  
\$1.7B  
FY2014  
Revenue by Business  
\$17.0B

Diabetes  
Neurological  
Spinal and orthopedic  
Ear, nose and throat  
Structural heart  
Urological, urogynecological and gastroenterological  
Endovascular



Coronary  
Cardiac rhythm  
Thyroid conditions  
Otologic disorders  
Sleep-disordered  
breathing  
Pediatric conditions  
Ménière s disease  
Heart valve disease  
Congenital heart disease  
Overactive bladder and urinary retention  
Nausea and vomiting associated with gastroparesis\*  
Fecal incontinence  
Coronary artery  
disease  
Alleviating Chronic Conditions  
\* Humanitarian  
device  
in  
the  
United  
States

the  
effectiveness  
for this use has not been demonstrated  
Severe spasticity  
Parkinson s  
disease  
Essential  
tremor  
Dystonia\*  
Hydrocephalus  
Obsessive-compulsive  
disorder\*  
Brain tumors and lesions  
Cranial trauma  
Tibial fractures  
Cervical degenerative disc disease  
Scoliosis  
Degenerative disc disease  
Spinal fracture  
Atrial fibrillation  
Slow heart rates  
(bradycardia)  
Fast heart rates  
(tachycardia)  
Heart failure  
Asymptomatic  
heart rates

Sinus diseases  
Peripheral vascular disease  
Aortic aneurysms  
Chronic pain  
Subdural hematomas  
Lumbar spinal stenosis  
Orthopedic trauma

Delivering Innovative Solutions Around the World

countries

140

+

locations

200

+

international sales

45

%

strategic regions

8

Latin America

Middle East / Africa

Central / Eastern Europe

Greater China

United States

Asia Pacific

Western Europe / Canada

South Asia