

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name <u>Medtronic plc</u>		2 Issuer's employer identification number (EIN) <u>98-1183488</u>	
3 Name of contact for additional information <u>Investor Relations</u>	4 Telephone No. of contact <u>763-505-2692</u>	5 Email address of contact <u>investor_relations@medtronic.com</u>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <u>20 On Hatch, Lower Hatch Street</u>		7 City, town, or post office, state, and Zip code of contact <u>Dublin 2, Ireland</u>	
8 Date of action <u>Distribution paid July 27, 2016</u>		9 Classification and description <u>Distribution to public shareholders</u>	
10 CUSIP number <u>G5960L 03</u>	11 Serial number(s)	12 Ticker symbol <u>MDT</u>	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

Medtronic plc paid a quarterly distribution of \$0.43 per ordinary share on July 27, 2016 to its shareholders of record on July 8, 2016.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

Medtronic plc has determined that all of the distribution paid on July 27, 2016 will be treated as a distribution of earnings; none is considered a return of capital. For all subsequent distributions, and at fiscal year-end, Form 8937 will no longer be filed unless a distribution is determined to include a return of capital. Based on available earnings and profits at Medtronic plc, we do not anticipate that another Form 8937 will be filed in the near future.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

Pursuant to Internal Revenue Code sections 301(c) and 316(a), the taxability of Medtronic plc's distribution is calculated based on the earnings and profits of Medtronic's parent company only, and does not include the earnings and profits of Medtronic's subsidiary companies. The Medtronic parent company's estimated full year fiscal year 2017 current and accumulated earnings and profits support Medtronic plc's disclosure that all of the distribution paid on July 27, 2016 is a taxable distribution of earnings. The July 27, 2016 distributions of \$0.43 per ordinary share were declared by Medtronic plc's board of directors.

Part II Organizational Action (continued)

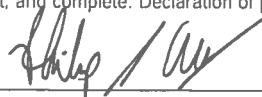
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
Sections 301(c) and 316(a)

18 Can any resulting loss be recognized? ▶
N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
None

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ 9/9/16

Print your name ▶ Philip Albert Title ▶ Vice President

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.