

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person* <u>Garella Rahul</u> (Last) (First) (Middle) C/O ENDO INTERNATIONAL PLC FIRST FL, MINERVA HOUSE, SIMMONSCOURT RD (Street) BALLSBRIDGE, L2 DUBLIN (City) (State) (Zip) | | 2. Issuer Name and Ticker or Trading Symbol <u>Endo International plc [ENDP]</u> 3. Date of Earliest Transaction (Month/Day/Year) 02/21/2020 | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, Intl Pharmaceuticals | |
| | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Ordinary Shares | 02/21/2020 ⁽¹⁾ | | F | | 1,662 ⁽²⁾ | D | \$6.07 ⁽³⁾ | 30,371 | D | |
| Ordinary Shares | 02/23/2020 ⁽⁴⁾ | | F | | 165 ⁽²⁾ | D | \$6.07 ⁽³⁾ | 30,559 | D | |
| Stock Incentive Plan Performance Share Units | 02/25/2020 ⁽⁶⁾ | | M | | 10,614 ⁽⁷⁾ | D | \$0 ⁽⁸⁾ | 46,752 | D | |
| Ordinary Shares | 02/25/2020 ⁽⁶⁾ | | M | | 9,726 | A | \$0 ⁽⁹⁾ | 40,285 | D | |
| Ordinary Shares | 02/25/2020 ⁽⁶⁾ | | F | | 4,569 ⁽¹⁰⁾ | D | \$6.07 ⁽³⁾ | 35,716 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---|-----|--|--|---|--|
| | | | | Code | V | | | (A) | (D) | | | | |

Explanation of Responses:

- Thirty-three and one-third percent (33 1/3%) of Mr. Garella's February 21, 2017 grant of restricted stock units (RSUs) vested on February 21, 2020.
- These shares represent stock withheld by Endo International plc to satisfy Mr. Garella's tax withholding obligations on shares acquired upon vesting of RSUs.
- Represents the vesting price which is the closing share price on February 21, 2020.
- Twenty-five percent (25%) of Mr. Garella's February 23, 2016 grant of RSUs vested on February 23, 2020.
- Represents the vesting price which is the closing share price on February 21, 2020, the last trading day prior to vesting.
- On February 25, 2020, based on performance against target levels with respect to Mr. Garella's February 21, 2017 grant of performance share units, these awards were released and the performance share units were converted into 9,726 ordinary shares. Of this amount, 4,569 ordinary shares were withheld by Endo International plc to satisfy Mr. Garella's tax withholding obligations on shares acquired upon vesting, with the remainder transferred to Mr. Garella.
- Represents the target number of shares issuable upon Endo International plc's achievement of both: (a) shareholder return performance metrics over a cumulative three-year period and (b) free cash flow performance metrics over three successive one-year periods, each as determined by Endo International plc's Board of Directors at the end of such periods.
- These securities were granted to Mr. Garella in consideration of his services as a senior executive of Endo International plc.
- This represents the automatic conversion of performance share units granted to Mr. Garella on February 21, 2017 to ordinary shares of Endo International plc pursuant to the terms of the underlying award agreement.
- These shares represent stock withheld by Endo International plc to satisfy Mr. Garella's tax withholding obligations on shares acquired upon vesting of performance share units.

Remarks:

/s/ Yoon Ah Oh, by power of attorney

02/25/2020

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these present that the undersigned hereby makes, constitutes and appoints Matthew J. Maletta, Yoon Ah Oh, Carrie A. Nichol, Justin Dailey and Sarah F

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Endo International plc,
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party,
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the Company's securities.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact with respect to the Company's securities,
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will be in full compliance with the requirements of the Exchange Act,
- (3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, and (ii) any liability for the undersigned's compliance with the requirements of the Exchange Act,
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including the requirement to file periodic reports with the SEC.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to carry out the foregoing purposes, and to execute and deliver all instruments and documents that may be necessary or proper to carry out the foregoing purposes.

This Power of Attorney shall remain in full force and effect with respect to each undersigned until revoked by such undersigned in a signed writing delivered to the undersigned.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1 day of August 2019.

SIGNATURE TITLE

/S/ RAHUL GARELLA Executive Vice President, International Pharmaceuticals
NAME: Rahul Garella

STATE OF Dublin, Ireland:
COUNTY OF Dublin, Ireland:

On this 1 day of August 2019, the above-named individual personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes and in the capacity herein stated.
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/S/ JAMES JONES
Notary Public