

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Medtronic, Inc.		2 Issuer's employer identification number (EIN) 41-0793183	
3 Name of contact for additional information Shareholder Services	4 Telephone No. of contact 763-505-2510	5 Email address of contact shareholder.services@medtronic.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 710 Medtronic Parkway		7 City, town, or post office, state, and Zip code of contact Minneapolis, MN 55432	
8 Date of action January 26, 2015		9 Classification and description Stock	
10 CUSIP number 585055106	11 Serial number(s)	12 Ticker symbol MDT	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 ▶ **On January 26, 2015, Aviation MergerSub LLC, a subsidiary of Medtronic plc, merged with and into Medtronic, Inc. in a taxable merger. At the effective time of the merger and without any action on the part of shareholders, each Medtronic, Inc. share then issued and outstanding was cancelled and automatically converted into and became the right to receive one ordinary share of Medtronic plc.**

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 ▶ **Each former Medtronic, Inc. shareholder will generally take a fair market value basis in the Medtronic plc stock received in the transaction. Certain holders of Medtronic, Inc. shares may have received shares of Medtronic plc as a dividend pursuant to section 304(a)(1), rather than as a sale or exchange. Former Medtronic, Inc. shareholders are urged to consult their own tax advisors with respect to the individual basis consequences of the merger.**

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 ▶ **The fair market value of one Medtronic plc ordinary share was determined to be \$76.95 as of the closing of the transaction. Because the transaction closed before the NYSE opened for trading on January 26, 2015, this fair market value is based on the price of one Medtronic, Inc. common share at the close of trading on the NYSE on January 23, 2015, the immediately preceding trading day.**

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 1001 and 1012; Section 304(a)(1), 302(a) or 302(d), section 301(c)(1).

18 Can any resulting loss be recognized? ▶ Yes.

Certain holders of Medtronic, Inc. shares may have received shares of Medtronic plc as a dividend pursuant to section 304(a)(1), rather than as a sale or exchange, and are urged to consult their own tax advisors with respect to the timing of loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The transaction is reportable by each former Medtronic, Inc. shareholder in their tax year that includes January 26, 2015.

Former Medtronic, Inc. shareholders are urged to consult their own tax advisors with respect to the individual tax consequences of the merger. The information contained in this document does not constitute tax advice.

The issuer is providing this information for informational purposes notwithstanding that the merger may not constitute an "organizational action."

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 ▶

3/5/15

Print your name ▶ Keyna P. Skeffington

Title ▶ Vice President & Assistant Secretary

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.