

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

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Medtronic plc		98-1183488	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Investor Relations	763-505-2692	investor.relations@medtronic.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
20 On Hatch, Lower Hatch Street		Dublin 2, Ireland	
8 Date of action		9 Classification and description	
Distribution paid April 17, 2015		Distribution to public shareholders	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
G5960L 103		MDT	

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 \$0.305 per ordinary share on April 17, 2015 to its shareholders of record on March 30, 2015.

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 currently estimates that 64.83 percent of this distribution will be treated as a nontaxable return of capital to the extent of a U.S. shareholder's tax basis. Any amount in excess of a U.S. shareholder's tax basis will be treated as a capital gain for U.S. tax purposes.

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 fiscal year 2015 current and accumulated earnings and profits support Medtronic plc's disclosure that 64.83 percent of this distribution is estimated to be a nontaxable return of capital to the extent of the U.S. shareholder's tax basis. The April 17, 2015 distribution of \$0.305 per share was 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

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.

Sign Here

Signature ▶  Date ▶ 5/29/15

Print your name ▶ Philip J. 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 ▶		Phone no.	
Firm's address ▶				