

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 7, 2019**

Medtronic Public Limited Company
(Exact name of Registrant as Specified in its Charter)

Ireland
(State or other jurisdiction
of incorporation)

1-36820
(Commission
File Number)

98-1183488
(IRS Employer
Identification No.)

**20 On Hatch, Lower Hatch Street
Dublin 2, Ireland**

(Address of principal executive offices)

(Registrant's telephone number, including area code): **+353 1 438-1700**

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|--|----------------|---|
| Ordinary shares, par value \$0.0001 per share | MDT | New York Stock Exchange, Inc. |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On June 7, 2019, Medtronic plc (the "Company") sent a notice (the "Blackout Notice") to its directors and executive officers regarding a blackout period (the "Blackout Period") that will be imposed by the administrator for the Company's 401(k) Savings Plan (the "Plan"). The administrator for the Plan will impose restrictions on transactions by participants in the Plan during the Blackout Period. During the Blackout Period, Plan participants and beneficiaries temporarily will be prevented from effecting certain Plan transactions including transactions in the Plan's Medtronic plc Stock Fund. The Blackout Notice informed the Company's directors and executive officers that during the Blackout Period they will be subject to certain trading restrictions with respect to the Company's ordinary shares (including derivative securities such as stock options) acquired in connection with their services as a director or an executive officer of the Company. This notice was required pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and the Securities and Exchange Commission's Regulation BTR, which prohibit trading in Company securities by directors and executive officers during certain blackout periods relating to the issuer's 401(k) plan. The Blackout Period will begin on June 24, 2019 and is expected to end during the week of July 14, 2019. A copy of the Blackout Notice is attached as Exhibit 99.1 and is incorporated herein by reference. During the Blackout Period and for a period of two years thereafter, information regarding the Blackout Period, including confirmation of the actual beginning and ending dates, may be obtained, without charge, by contacting the Assistant Secretary of the Company, in writing at Medtronic, 710 Medtronic Parkway, Minneapolis, Minnesota 55432, or by telephone at 763-514-4000.

Item 9.01(d). Exhibits.

(d) List of Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | Blackout notice to directors and executive officers of Medtronic plc, dated June 7, 2019 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDTRONIC PUBLIC LIMITED COMPANY

Date: June 7, 2019

By /s/ Bradley E. Lerman
Bradley E. Lerman
Senior Vice President, General Counsel and Corporate
Secretary

EXHIBIT INDEX

Exhibit Number

Description

[99.1](#)

Blackout notice to directors and executive officers of Medtronic plc, dated June 7, 2019

Exh. 99.1

Upcoming Fidelity Transition and Blackout Period

A MESSAGE TO THE BOARD OF DIRECTORS AND SECTION 16 OFFICERS FROM KEN FAIRCHILD, VP GLOBAL REWARDS, AND MARTHA HA, VP CHIEF COUNSEL - CORPORATE GOVERNANCE

June 7, 2019

Starting July 1, 2019, Fidelity Investments® will be the new service provider for the Medtronic Savings and Investment Plan and Capital Accumulation Plan. In connection with the transition, the Sarbanes-Oxley Act prohibits Medtronic's Board of Directors and Section 16 Officers from trading in any equity security of Medtronic during the time when Plan participants are unable to direct or diversify investments in the Medtronic stock fund held in Plan accounts.

Prohibition on trading any Medtronic equity security

As a result of the transition to a new service provider, you will be prohibited from trading in any Medtronic equity from June 24, 2019 until July 14, 2019 (the "SOX Blackout Period"). Immediately following the SOX Blackout Period, our regular quarterly Blackout Period will begin on July 15, 2019 and end on August 21, 2019. Therefore, the blackout period applicable to you this quarter will be from June 24 - August 21, 2019.

Exceptions

Certain transactions are exempt from the blackout trading restrictions, including:

- Purchases or sales under a Rule 10b5-1 trading plan, and
- Bona fide gifts, bequests, and transfers pursuant to domestic relations orders.

Additional Information

If you have any questions about the transition, please contact Ken Fairchild at 763-505-2835; if you have any questions concerning trading in the company's equity, please contact Martha Ha at 763-505-5690.