

Covidien Ltd.  
Form DEFA14A  
January 13, 2009

## SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. \_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Covidien Ltd.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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January 13, 2009  
19 |  
Incorporation in Ireland  
Announced  
relocation  
of  
tax  
residency  
and  
plan  
to

move  
executive  
office  
from  
Bermuda  
to  
Ireland  
in  
December  
2008  
Incorporation  
requires  
shareholder  
and  
Bermuda  
court  
approval;  
shareholder  
vote  
later  
in  
2009  
No  
impact  
on  
2009  
guidance  
[The  
following  
slides  
were  
included  
in  
a  
presentation  
made  
by  
Richard  
J.  
Meelia,  
Covidien's  
Chairman,  
President  
and  
Chief  
Executive  
Officer,  
at  
the  
J.P.

Morgan  
Healthcare  
Conference  
on  
January  
13,  
2009.]

January 13, 2009  
21 |  
Appendix  
In  
connection  
with  
the  
Irish

reorganization,  
Covidien  
intends  
to  
file  
with  
the  
SEC  
a  
proxy  
statement  
and  
mail  
the  
proxy  
statement  
to  
its  
shareholders.  
Shareholders  
are  
urged  
to  
read  
such  
proxy  
statement  
when  
it  
becomes  
available  
because  
it  
will  
contain  
important  
information.  
The  
proxy  
statement  
will  
be,  
and  
other  
documents  
filed  
or  
to  
be  
filed



by  
Covidien  
with  
the  
SEC  
are  
or  
will  
be,  
available  
free  
of  
charge  
at  
the  
SEC's  
web  
site  
([www.sec.gov](http://www.sec.gov))  
and  
at  
Covidien's  
web  
site  
([www.covidien.com](http://www.covidien.com)).  
Covidien  
and  
its  
directors  
and  
executive  
officers  
and  
other  
persons  
may  
be  
deemed  
participants  
in  
the  
solicitation  
of  
proxies  
in  
connection  
with  
the  
proposed  
reorganization.

Information  
about  
the  
direct  
or  
indirect  
interests  
of  
the  
participants,  
by  
security  
holdings  
or  
otherwise,  
is  
available  
in  
Covidien's  
Annual  
Report  
on  
Form  
10-K  
for  
the  
year  
ended  
September  
26,  
2008  
and  
proxy  
statement  
for  
Covidien's  
2008  
annual  
meeting,  
which  
were  
filed  
on  
November  
21,  
2008  
and  
January  
24,  
2008,

respectively,  
and  
will  
be  
available  
in  
the  
proxy  
statement  
to  
be  
filed  
in  
connection  
with  
the  
reorganization.