

ALLERGAN INC
Form DEFA14A
September 23, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

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

Allergan, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

x 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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(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

The following statement was provided by Allergan, Inc. (Allergan) in response to media inquiries regarding the letter sent by William Ackman of Pershing Square Capital Management, L.P. (Pershing Square) to the Allergan Board of Directors (the Allergan Board) on September 23, 2014 relating to Valeant Pharmaceuticals International, Inc. s (Valeant) unsolicited offer to acquire Allergan:

While we do not comment on rumors or speculation, we do note that the Allergan Board continues to conclude that Valeant s bid for Allergan is grossly inadequate and substantially undervalues Allergan. The Allergan Board is well aware of its fiduciary obligations and, in that context, is focused on enhancing value for all stockholders, unlike Mr. Ackman who is financially incentivized to deliver Allergan to Valeant at the lowest possible price.

Important Additional Information

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. Allergan has filed a solicitation/recommendation statement on Schedule 14D-9, as amended, with the SEC that has been mailed to Allergan s stockholders. In addition, Allergan intends to file a proxy statement with the SEC. Any definitive proxy statement will be mailed to Allergan s stockholders. INVESTORS AND STOCKHOLDERS OF ALLERGAN ARE ENCOURAGED TO READ THESE AND ANY OTHER RELEVANT DOCUMENTS THAT THE COMPANY MAY FILE WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and stockholders will be able to obtain free copies of these documents as they become available and any other documents filed with the SEC by Allergan at the SEC s website at www.sec.gov. In addition, copies will also be available at no charge at the Investors section of Allergan s website at www.allergan.com. Copies of these materials may also be requested from Allergan s information agent, Innisfree M&A Incorporated, toll-free at 877-800-5187.

Allergan, its directors and certain of its officers and employees are participants in solicitations of Allergan stockholders. Information regarding the names of Allergan s directors and executive officers and their respective interests in Allergan by security holdings or otherwise is set forth in Allergan s proxy statement for its 2014 annual meeting of stockholders, filed with the SEC on March 26, 2014, as supplemented by the proxy information filed with the SEC on April 22, 2014. Additional information can be found in Allergan s Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on February 25, 2014 and its Quarterly Reports on Form 10-Q for the quarter ended March 31, 2014, filed with the SEC on May 7, 2014 and for the quarter ended June 30, 2014, filed with the SEC on August 5, 2014. To the extent holdings of Allergan s securities have changed since the amounts printed in the proxy statement for the 2014 annual meeting of stockholders, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC.