

Allergan plc  
Form DEFA14A  
April 18, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

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

**ALLERGAN PLC**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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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:
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (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):
  
  
  
  
  
  
  
  
  
  
- (4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- (5) Total fee paid:

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.

- (1) Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
- (2) Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
- (3) Filing Party:

(4) Date Filed:

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**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): April 17, 2017**

**ALLERGAN PLC**

**(Exact Name of Registrant as Specified in Charter)**

**Ireland  
(State or Other Jurisdiction**

**of Incorporation)**

**001-36867  
(Commission**

**File Number)**

**Clonshaugh Business and Technology Park**

**Coolock, Dublin, D17 E400, Ireland**

**98-1114402  
(IRS Employer**

**Identification No.)**

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(Address of Principal Executive Offices)

(862) 261-7000

(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 8.01 Other Events.**

**SUPPLEMENT TO PROXY STATEMENT FOR THE**

**2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON THURSDAY, MAY 4, 2017**

On November 20, 2015, the Compensation Committee approved, and we subsequently entered into, agreements that entitled each named executive officer, contingent on the consummation of the Pfizer transaction, to be reimbursed for certain excise taxes incurred as a result of certain payments and benefits received in connection with the Pfizer transaction. These change in control excise tax gross-up arrangements were put in place solely for the Pfizer transaction due to the very specific circumstances of that deal, and because the deal was terminated, the arrangements were by their terms rescinded and are no longer in place.

In dialogue that our Board and management team had with shareholders after termination of the Pfizer transaction and in connection with and following our 2016 Annual General Meeting of Shareholders, we received feedback that the decision to provide excise tax gross-ups was the primary factor where a shareholder voted against our named executive officer compensation in 2016. The Board wants to leave no doubt that it has heard feedback from shareholders against change in control excise tax gross-ups and, in order to provide additional assurance to shareholders, has committed that it will not implement change in control excise tax gross-ups in the future.

**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.

Dated: April 17, 2017

Allergan plc

By: /s/ A. Robert D. Bailey  
A. Robert D. Bailey  
Chief Legal Officer and Corporate Secretary