

Allergan plc
Form 8-K
February 01, 2018

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): February 1, 2018 (January 31, 2018)

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

98-1114402
(IRS Employer

Identification No.)

Edgar Filing: Allergan plc - Form 8-K

Coolock, Dublin, D17 E400, Ireland

(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).

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 2.02 Results of Operations and Financial Condition.

The information relating to a pre-tax charge in the quarter ended December 31, 2017, as described in Item 8.01 below, is incorporated herein by reference.

Item 8.01 Other Events.

On January 31, 2018, Allergan plc (the Company) and Teva Pharmaceuticals Industries Ltd. (Teva) entered into a Settlement Agreement and Mutual Releases (the Agreement). The Agreement provides that the Company will make a one-time payment of \$700 million to Teva, the Company and Teva will jointly dismiss their working capital dispute arbitration (which is described in greater detail in the Company's Form 10-Q filed on November 2, 2017), and the Company and Teva will release actual or potential claims under the Master Purchase Agreement, dated July 26, 2015, by and between the Company and Teva, for breach of any representation, warranty or covenant (other than any breach of a post-closing covenant not known as of the date of the Agreement). The Company will take a one-time pre-tax charge to Discontinued Operations of approximately \$465 million in the quarter ended December 31, 2017 associated with the Agreement.

SIGNATURES

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

Dated: February 1, 2018

Allergan plc

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