

Actavis Ltd  
Form S-4  
June 18, 2013  
Table of Contents

As filed with the U.S. Securities and Exchange Commission on June 18, 2013

Registration No. [ ]

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

**FORM S-4**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ACTAVIS LIMITED**

(Exact name of registrant as specified in its charter)

**Ireland**  
(State or other jurisdiction of

**2834**  
(Primary Standard Industrial

**[ ]**  
(I.R.S. Employer

Edgar Filing: Actavis Ltd - Form S-4

incorporation or organization)

Classification Code Number)

Identification Number)

**70 Sir John Rogerson's Quay**

**Dublin 2, Ireland**

**(862) 261-7000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Paul M. Bisaro**

**President and Chief Executive Officer**

**Actavis, Inc.**

**Morris Corporate Center III**

**400 Interpace Parkway**

**Parsippany, New Jersey 07054**

**(862) 261-7000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

<b>Charles Ruck, Esq.</b>	<b>David A. Buchen, Esq.</b>	<b>Ryan T. Sullivan, Esq.</b>	<b>Michael Davis, Esq.</b>
<b>R. Scott Shean, Esq.</b>	<b>Chief Legal Officer - Global</b>	<b>General Counsel</b>	<b>H. Oliver Smith, Esq.</b>
<b>Stephen B. Amdur, Esq.</b>	<b>Actavis, Inc.</b>	<b>Warner Chilcott Public</b>	<b>Davis Polk &amp; Wardwell LLP</b>
<b>Latham &amp; Watkins LLP</b>	<b>Morris Corporate Center III</b>	<b>Limited Company</b>	<b>450 Lexington Avenue</b>
<b>650 Town Center Drive,</b>	<b>400 Interpace Parkway</b>	<b>c/o Warner Chilcott</b>	<b>New York, New York 10017</b>
<b>20th Floor</b>	<b>Parsippany, NJ 07054</b>	<b>Corporation</b>	<b>(212) 450-4000</b>
<b>Costa Mesa, CA 92626-1925</b>	<b>(862) 261-7000</b>	<b>100 Enterprise Drive</b>	

(714) 540-1235

Rockaway, New Jersey 07866

(973) 442-3200

**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the merger and the acquisition described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered	Proposed	Proposed	Amount of registration fee
		maximum offering price per share	maximum aggregate offering price	
Ordinary Shares, nominal value \$0.0001 per share	177,640,577.60 <sup>(1)</sup>	Not Applicable	\$22,403,135,399.76 <sup>(2)</sup>	\$3,055,787.67 <sup>(3)</sup>

(1) Represents the maximum number of the registrant's ordinary shares estimated to be issuable upon the completion of the transaction described herein. Calculated as the sum of (a) the product obtained by multiplying (i) the sum of (w) 251,123,743 Warner Chilcott ordinary shares outstanding as of June 12, 2013, plus (x) 6,205,434 Warner Chilcott ordinary shares issuable pursuant to options outstanding as of June 12, 2013, plus (y) 2,265,383 Warner Chilcott ordinary shares subject to stock awards outstanding as of June 12,

## Edgar Filing: Actavis Ltd - Form S-4

- 2013 (excluding any stock awards included in clause (w)), plus (z) 150,000 Warner Chilcott ordinary shares registered pursuant to the Warner Chilcott Equity Incentive Plan and issuable pursuant to options or subject to stock awards, in each case that may be issued or granted prior to completion of the transaction described herein by (ii) 0.160, which is the exchange ratio under the Transaction Agreement, plus (b) the sum of (i) 133,334,534 Actavis common shares outstanding as of June 10, 2013, plus (ii) 1,202,487 Actavis common shares issuable pursuant to options outstanding as of June 10, 2013, plus (iii) 1,544,427 Actavis common shares subject to stock awards outstanding as of June 10, 2013.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and computed pursuant to Rule 457(f)(1) and 457(c) of the Securities Act. Calculated as the sum of (i) the product obtained by multiplying (x) \$19.94 (the average of the high and low prices of Warner Chilcott ordinary shares on June 14, 2013), by (y) 259,744,560 Warner Chilcott ordinary shares (the total number of Warner Chilcott ordinary shares outstanding or issuable pursuant to options or subject to stock awards outstanding as of June 12, 2013 or registered pursuant to the Warner Chilcott Equity Incentive Plan and issuable pursuant to options or subject to stock awards, in each case that may be issued or granted prior to completion of the transaction described herein), plus (ii) the product obtained by multiplying (a) \$126.57 (the average of the high and low prices of Actavis common shares on June 14, 2013), by (b) 136,081,448 Actavis common shares (the total number of Actavis common shares outstanding or issuable pursuant to options or subject to stock awards as of June 10, 2013) outstanding.
- (3) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$136.40 per \$1,000,000 of the proposed maximum aggregate offering price.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.**

---

**Table of Contents**

**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. If you are in any doubt about this transaction, you should consult an independent financial advisor who, if you are taking advice in Ireland, is authorized or exempted under the Investment Intermediaries Act, 1995 or the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007.**

**SUBJECT TO COMPLETION, DATED [ ], 2013**

**PRELIMINARY COPY**

To Our Stockholders:

You are cordially invited to attend a special meeting of the stockholders of Actavis, Inc. ( Actavis ) to be held on [ ], 2013 at [ ] local time, at [ ].

As previously announced, on May 19, 2013, Actavis entered into a transaction agreement with Warner Chilcott Public Limited Company ( Warner Chilcott ) to acquire Warner Chilcott through the formation of a new holding company incorporated in Ireland that will be renamed Actavis plc ( New Actavis ). The acquisition of Warner Chilcott will be effected by means of a scheme of arrangement under Irish law, subject to the approval of the Irish High Court. As consideration for the acquisition, Warner Chilcott shareholders will receive 0.160 of a New Actavis ordinary share for each Warner Chilcott share.

In connection with the acquisition, Actavis will merge with Actavis W.C. Holding 2 Inc., an indirect wholly owned subsidiary of New Actavis. Each Actavis common share then issued and outstanding will be cancelled and automatically converted into the right to receive one ordinary share of New Actavis. After giving effect to the acquisition and the merger, former Actavis stockholders are expected to own approximately 77% of the New Actavis ordinary shares and former Warner Chilcott shareholders are expected to own approximately 23% of the New Actavis ordinary shares. The exchange of Actavis shares for New Actavis ordinary shares and cash in lieu of New Actavis fractional shares will be a taxable transaction to Actavis stockholders. The New Actavis ordinary shares are expected to be listed on the NYSE under the symbol ACT . Based on the number of Actavis and Warner Chilcott shares outstanding as of [ ], the total number of New Actavis ordinary shares that is expected to be issued in connection with the acquisition and the merger is approximately [ ].

**We urge all Actavis stockholders to read the accompanying joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference in the accompanying joint proxy statement/prospectus, carefully and in their entirety. In particular, we urge you to read carefully Risk Factors beginning on page [ ] of the accompanying joint proxy statement/prospectus.**

Actavis is holding a special meeting of our stockholders to seek your approval of the Transaction Agreement, the merger and certain related proposals. However, the acquisition is not conditioned upon approval of such related proposals. Your proxy is being solicited by the board of directors of Actavis. After careful consideration, our board of directors has unanimously approved the Transaction Agreement and determined that the terms of the acquisition will further the strategies and goals of Actavis. **Our board of directors recommends unanimously that you vote FOR the proposal to approve the Transaction Agreement and the merger and FOR the other proposals described in the accompanying joint proxy statement/prospectus.** In considering the recommendation of the board of directors of Actavis, you should be aware that certain directors and executive officers of Actavis will have interests in the proposed transaction in addition to interests they might

have as stockholders of Actavis. See *The*

**Table of Contents**

*Transaction Interests of Certain Persons in the Transaction Actavis* . **Your vote is very important. Please vote as soon as possible whether or not you plan to attend the special meeting by following the instructions in the accompanying joint proxy statement/prospectus.**

On behalf of the Actavis board of directors, thank you for your consideration and continued support.

Very truly yours,

Paul M. Bisaro  
President, Chief Executive Officer and Director  
Actavis, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the transaction or determined if the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

For the avoidance of doubt, the accompanying joint proxy statement/prospectus is not intended to be and is not a prospectus for the purposes of the Investment Funds, Companies and Miscellaneous Provisions Act of 2005 of Ireland (the 2005 Act ), the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland or the Prospectus Rules issued under the 2005 Act, and the Central Bank of Ireland has not approved this document.

The accompanying joint proxy statement/prospectus is dated [ ], 2013, and is first being mailed to stockholders of Actavis on or about [ ], 2013.

**Table of Contents**

**ADDITIONAL INFORMATION**

The accompanying joint proxy statement/prospectus incorporates by reference important business and financial information about Actavis from documents that are not included in or delivered with the joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the joint proxy statement/prospectus by requesting them in writing or by telephone from Actavis at the following address and telephone number:

Actavis, Inc.

Morris Corporate Center III

400 Interpace Parkway

Parsippany, NJ 07054

Attention: Investor Relations

(862) 261-7488

*ir.actavis.com*

In addition, if you have questions about the transaction or the special meeting, or if you need to obtain copies of the accompanying joint proxy statement/prospectus, proxy cards or other documents incorporated by reference in the joint proxy statement/prospectus, you may contact the contact listed below. You will not be charged for any of the documents you request.

MacKenzie Partners Inc.

105 Madison Avenue

New York, NY 10016

*proxy@mackenziepartners.com*

(212) 929-5500 (call collect)

or

Toll-Free (800) 322-2885

**If you would like to request documents, please do so by [ ], 2013, in order to receive them before the special meeting.**

For a more detailed description of the information incorporated by reference in the accompanying joint proxy statement/prospectus and how you may obtain it, see *Where You Can Find More Information* beginning on page [ ] of the accompanying joint proxy statement/prospectus.



---

**Table of Contents**

**Warner Chilcott Public Limited Company**

**1 Grand Canal Square**

**Docklands**

**Dublin 2, Ireland**

To Our Shareholders:

You are cordially invited to attend two special meetings of the shareholders of Warner Chilcott Public Limited Company ( Warner Chilcott ). The first, the special court-ordered meeting, is to be held on [ ], 2013 at [ ] local time, at [ ], and the second, the extraordinary general meeting (the EGM ), is to be held on [ ], 2013 at [ ] local time, at the same location, or, if later, as soon as possible after the conclusion or adjournment of the special court-ordered meeting.

As previously announced, on May 19, 2013, Warner Chilcott entered into a Transaction Agreement with Actavis, Inc. ( Actavis ), pursuant to which Actavis will acquire Warner Chilcott through the formation of a new holding company incorporated in Ireland, which is referred to as New Actavis . The acquisition of Warner Chilcott will be effected by means of a scheme of arrangement under Irish law.

As consideration for the acquisition, Warner Chilcott shareholders will receive 0.160 of a New Actavis ordinary share for each Warner Chilcott ordinary share. In connection with the acquisition, Actavis will merge with an indirect wholly owned subsidiary of New Actavis. Each Actavis common share then issued and outstanding will be cancelled and automatically converted into the right to receive one New Actavis ordinary share. Upon completion of the merger and the acquisition, based on the number of Actavis and Warner Chilcott shares outstanding as of [ ], the former stockholders of Actavis are expected to own approximately 77%, and the former shareholders of Warner Chilcott are expected to own approximately 23%, of the outstanding ordinary shares of New Actavis. The receipt of New Actavis ordinary shares for Warner Chilcott ordinary shares is expected to be a tax-free transaction to Warner Chilcott shareholders.

You are being asked to vote on a proposal to approve the scheme at both special meetings, as well as three related proposals being presented at the EGM that shareholders must approve in order to properly implement the scheme. You are also being asked to vote at the EGM on proposals relating to the creation of distributable reserves , which are required under Irish law in order for New Actavis to, among other things, be able to pay dividends in the future, as well as the non-binding advisory approval of specified compensatory arrangements between Warner Chilcott and its named executive officers relating to the transaction; however, the acquisition is not conditioned on approval of these two proposals. The scheme is also subject to approval by the Irish High Court. More information about the transaction and the proposals is contained in the accompanying joint proxy statement/prospectus. **We urge all Warner Chilcott shareholders to read the accompanying joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference therein, carefully and in their entirety. In particular, we urge you to read carefully Risk Factors beginning on page [ ] of the accompanying joint proxy statement/prospectus.**

Your proxy is being solicited by the board of directors of Warner Chilcott. After careful consideration, the board of directors of Warner Chilcott has unanimously determined that the Transaction Agreement and the transactions contemplated by the Transaction Agreement, including the scheme, are fair and reasonable and in the best interests of Warner Chilcott and its shareholders. **The Warner Chilcott board of directors recommends unanimously that you vote FOR all proposals.** In considering the recommendation of the Warner Chilcott board of directors, you should be aware that certain directors and executive officers of Warner Chilcott will have interests in the proposed transaction in addition to the interests they might have as shareholders. **Your vote is very important. Please vote as soon as possible, whether or not you plan to attend the special meetings, by following the instructions in the accompanying joint proxy statement/prospectus.**

**Table of Contents**

On behalf of the Warner Chilcott board of directors, thank you for your consideration and continued support.

Very truly yours,

*Roger M. Boissonneault*  
Chief Executive Officer, President and Director

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the transaction or determined if the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

For the avoidance of doubt, the accompanying joint proxy statement/prospectus is not intended to be and is not a prospectus for the purposes of the Investment Funds, Companies and Miscellaneous Provisions Act of 2005 of Ireland (the 2005 Act ), the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland or the Prospectus Rules issued under the 2005 Act, and the Central Bank of Ireland has not approved this document.

The accompanying joint proxy statement/prospectus is dated [ ], 2013, and is first being mailed to shareholders of Warner Chilcott on or about [ ], 2013.

**Table of Contents**

**ADDITIONAL INFORMATION**

The accompanying joint proxy statement/prospectus incorporates by reference important business and financial information about Warner Chilcott from documents that are not included in or delivered with the joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the joint proxy statement/prospectus by requesting them in writing or by telephone from Warner Chilcott at the following address and telephone number:

Warner Chilcott

c/o Warner Chilcott Corporation

100 Enterprise Drive

Rockaway, New Jersey 07866

Attention: Investor Relations

(973) 442-3200

*www.wcrx.com Investor Relations tab*

In addition, if you have questions about the transaction or the special meetings, or if you need to obtain copies of the accompanying joint proxy statement/prospectus, proxy cards or other documents incorporated by reference in the joint proxy statement/prospectus, you may contact the contact listed below. You will not be charged for any of the documents you request.

Georgeson Inc.

480 Washington Boulevard, 26th Floor

Jersey City, NJ 07310

Toll-Free (888) 680-1528

**If you would like to request documents, please do so by [ ], 2013, in order to receive them before the special meetings.**

For a more detailed description of the information incorporated by reference in the accompanying joint proxy statement/prospectus and how you may obtain it, see *Where You Can Find More Information* beginning on page [ ] of the accompanying joint proxy statement/prospectus.

**Table of Contents**

**ACTAVIS, INC.**

**Morris Corporate Center III**

**400 Interpace Parkway**

**Parsippany, New Jersey 07054**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**Time:** [ ] local time

**Date:** [ ], 2013

**Place:** [ ].

**Purpose:** (1) To approve the Transaction Agreement, dated May 19, 2013, among Actavis, Inc. ( Actavis ), Warner Chilcott Public Limited Company ( Warner Chilcott ), Actavis Limited ( New Actavis ), Actavis Ireland Holding Limited, Actavis W.C. Holding LLC, and Actavis W.C. Holding 2 LLC and the merger;

(2) To approve the creation of distributable reserves, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme of arrangement by which New Actavis will acquire Warner Chilcott;

(3) To consider and vote upon, on a non-binding advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the Transaction Agreement; and

(4) To approve any motion to adjourn the Actavis special meeting, or any adjournments thereof, to another time or place if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the Actavis special meeting to approve the Transaction Agreement and the merger, (ii) to provide to Actavis stockholders in advance of the special meeting any supplement or amendment to the joint proxy statement/prospectus and/or (iii) to disseminate any other information which is material to the Actavis stockholders voting at the special meeting.

The merger and the acquisition are not conditioned on approval of proposals 2, 3 or 4 described above.

The enclosed joint proxy statement/prospectus describes the purpose and business of the special meeting, contains a detailed description of the Transaction Agreement and the merger and includes a copy of the Transaction Agreement as Annex A and the conditions of the acquisition and the scheme as Annex B. Please read these documents carefully before deciding how to vote.

## Edgar Filing: Actavis Ltd - Form S-4

**Record Date:** The record date for the Actavis special meeting has been fixed by the board of directors as the close of business on [ ], 2013. Actavis stockholders of record at that time are entitled to vote at the Actavis special meeting.

More information about the transaction and the proposals is contained in the accompanying joint proxy statement/prospectus. **We urge all Actavis stockholders to read the accompanying joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference in the accompanying joint proxy statement/prospectus, carefully and in their entirety. In particular, we urge you to read carefully *Risk Factors* beginning on page [ ] of the accompanying joint proxy statement/prospectus.**

**Table of Contents**

The Actavis board of directors recommends unanimously that Actavis stockholders vote **FOR** the proposal to approve the Transaction Agreement and the merger, **FOR** the proposal to reduce all of the share premium of New Actavis to create distributable reserves, **FOR** the proposal to approve, on a non-binding advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Actavis Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus and **FOR** the Actavis adjournment proposal.

By order of the board of directors

David A. Buchen  
Chief Legal Officer - Global and Secretary  
[ ], 2013

**YOUR VOTE IS IMPORTANT**

You may vote your shares by using a toll-free telephone number or electronically over the Internet as described on the proxy form. We encourage you to file your proxy using either of these options if they are available to you. Alternatively, you may mark, sign, date and mail your proxy form in the postage-paid envelope provided. The method by which you vote does not limit your right to vote in person at the special meeting. We strongly encourage you to vote.

**Table of Contents**

**WARNER CHILCOTT PUBLIC LIMITED COMPANY**

**Registered in Ireland**

**No. 471506**

**1 Grand Canal Square, Docklands**

**Dublin 2, Ireland**

**NOTICE OF COURT MEETING OF SHAREHOLDERS**

**NOTICE OF COURT MEETING**

**IN THE HIGH COURT No. 2013/[ ] COS**

**IN THE MATTER OF WARNER CHILCOTT PUBLIC LIMITED COMPANY**

**and**

**IN THE MATTER OF THE COMPANIES ACTS 1963 to 2012**

NOTICE IS HEREBY GIVEN that by an Order dated [ ], 2013 made in the above matters, the Irish High Court has directed a meeting (the Court Meeting ) to be convened of the holders of the Scheme Shares (as defined in the proposed scheme of arrangement) of Warner Chilcott Public Limited Company ( Warner Chilcott ) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Section 201 of the Companies Act 1963 proposed to be made between Warner Chilcott and the holders of the Scheme Shares (and that such meeting will be held at [ ], on [ ], 2013, at [ ] (local time)), at which place and time all holders of the Scheme Shares entitled to vote thereat are invited to attend.

A copy of the scheme of arrangement and a copy of the explanatory statement required to be furnished pursuant to Section 202 of the Companies Act 1963 are included in the document of which this Notice forms part.

**Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person, whether a shareholder of Warner Chilcott or not, as their proxy to attend, speak and vote in their stead. A Form of Proxy for use at the Court Meeting is enclosed with this Notice. Completion and return of a Form of Proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting, or any adjournment thereof, if that shareholder wishes to do so. Any alteration to the Form of Proxy must be initialed by the person who signs it.**

**Whether or not you plan to attend the Court Meeting in person, it is important that your shares be represented and voted at the Court Meeting.** Holders of record may submit a proxy via the Internet, by telephone or by completing, signing and dating the enclosed proxy card and returning it as promptly as possible in the enclosed postage-paid, return-addressed reply envelope. Holders of record must vote in accordance with the instructions listed on the proxy card. Beneficial holders whose shares are held in the name of a bank, broker or other nominee ( street name ) must vote in accordance with the voting instructions provided to them by their bank, broker or other nominee. Such holders may be eligible to submit a proxy electronically or by telephone. Any holder of record who is present at the Court Meeting may vote in person instead of by proxy, thereby canceling any previous proxy. If you are a holder of record entitled to attend and vote at the Court Meeting, then you are entitled to appoint a proxy or proxies to attend, speak and vote on your behalf at the Court Meeting. A proxy is not required to be a shareholder of Warner Chilcott. A shareholder wishing to name any person other than the individual specified on the proxy card as his or her proxy holder may do so by crossing out the name of the designated proxy holder specified on the proxy card and inserting the name of such other person to act as his or her proxy. In that case, it will be necessary for the shareholder to sign the proxy card and deliver it in accordance with the

## Edgar Filing: Actavis Ltd - Form S-4

instructions on the enclosed proxy card, with a copy to the person named as his or her proxy holder, and for the person so named to be present to vote at the Court Meeting.



---

**Table of Contents**

**Please note that if shareholders plan to attend the Court Meeting in person, they will need to register in advance to be admitted.** Holders of record can register for the Court Meeting by checking the appropriate box on their proxy card. The Court Meeting will start promptly at [ ] (local time).

**In addition to registering in advance, shareholders will be required to present a valid government-issued photo identification (e.g., driver's license or passport) to enter the Court Meeting.** Holders of record, whose shares are registered in their name, should bring a valid form of photo identification to the Court Meeting. Beneficial holders whose shares are held in street name will need to bring a proxy or letter from their bank, broker or other nominee that confirms that such holder is the beneficial owner of such shares as of the record date, together with a valid form of photo identification. Beneficial holders whose shares are held in street name and who plan to vote at the Court Meeting must obtain a legal proxy, executed in their favor, from the holder of record to be able to vote at the Court Meeting. Holders of record will be verified against an official list. Warner Chilcott reserves the right to deny admittance to anyone who cannot adequately show proof of share ownership as of [ ], 2013. See *The Special Meetings of Warner Chilcott's Shareholders* of the accompanying joint proxy statement/prospectus.

Entitlement to attend and vote at the Court Meeting, or any adjournment thereof, and the number of votes which may be cast thereat, will be determined by reference to the register of members of Warner Chilcott as of the close of business on [ ], 2013, which is referred to as the Voting Record Time .

If the Form of Proxy is properly executed and submitted, it will be voted in the manner directed by the shareholder executing it, or if no directions are given, will be voted at the discretion of the Chairman of the Court Meeting or any other person duly appointed as proxy by the shareholder.

By the said Order, the Irish High Court has appointed [ ], or, failing him, such director or officer of Warner Chilcott as the board of directors of Warner Chilcott may determine,] to act as Chairman of said meeting and has directed the Chairman to report the result thereof to the Irish High Court.

Subject to the approval of the resolution proposed at the meeting convened by this notice and the requisite resolutions to be proposed at the extraordinary general meeting of Warner Chilcott convened for [ ], 2013, it is anticipated that the Irish High Court will order that the hearing of the petition to sanction said scheme of arrangement will take place in the second half of 2013.

Terms shall have the same meaning in this Notice as they have in the joint proxy statement/prospectus accompanying this Notice.

The scheme of arrangement will be subject to the subsequent sanction of the Irish High Court.

***Issued shares and total voting rights***

The total number of issued Scheme Shares held by Scheme Shareholders as of the Voting Record Time entitled to vote at the Court Meeting is [ ]. The resolution at the Court Meeting shall be decided on a poll. Every holder of a Warner Chilcott ordinary share as of the Voting Record Time will have one vote for every Warner Chilcott ordinary share carrying voting rights of which he, she or it is the holder. A holder of a Warner Chilcott ordinary share as of the Voting Record Time (whether present in person or by proxy) who is entitled to more than one vote need not use all his, her or its votes or cast all his, her or its votes in the same way. The approval required at the Court Meeting is a majority in number of the Warner Chilcott shareholders of record casting votes on the proposal representing three-fourths (75 percent) or more in value of the Warner Chilcott ordinary shares held by such holders, present and voting either in person or by proxy.

**Table of Contents**

**YOUR VOTE IS IMPORTANT**

**IT IS IMPORTANT THAT AS MANY VOTES AS POSSIBLE ARE CAST AT THE COURT MEETING (WHETHER IN PERSON OR BY PROXY) SO THAT THE IRISH HIGH COURT CAN BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF WARNER CHILCOTT SHAREHOLDER OPINION. TO ENSURE YOUR REPRESENTATION AT THE MEETING, YOU ARE REQUESTED TO COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AS PROMPTLY AS POSSIBLE AND RETURN IT IN THE POSTAGE PREPAID ENVELOPE ENCLOSED FOR THAT PURPOSE OR SUBMIT A PROXY BY INTERNET OR TELEPHONE IN THE MANNER PROVIDED ABOVE. AS FURTHER DESCRIBED IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS, IF YOU ATTEND THE MEETING, YOU MAY VOTE IN PERSON EVEN IF YOU HAVE RETURNED A PROXY.**

Dated [ ], 2013

Arthur Cox

Earlsfort Centre

Earlsfort Terrace

Dublin 2

Ireland

Solicitors for Warner Chilcott Public Limited Company

---

**Table of Contents**

**WARNER CHILCOTT PUBLIC LIMITED COMPANY**

**Registered in Ireland No. 471506**

**1 Grand Canal Square, Docklands**

**Dublin 2, Ireland**

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**OF WARNER CHILCOTT PUBLIC LIMITED COMPANY**

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING ( EGM ) of Warner Chilcott Public Limited Company (the Company or Warner Chilcott ) will be held at [ ], on [ ], 2013 at [ ] (local time) (or, if later, as soon as possible after the conclusion or adjournment of the Court Meeting (as defined in the scheme of arrangement which is included in the document of which this Notice forms part)) for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1, 3, 5, 6 and 7 will be proposed as ordinary resolutions and Resolutions 2 and 4 as special resolutions:

**1. Ordinary Resolution: To approve the Scheme of Arrangement**

That, subject to the approval by the requisite majorities of the Scheme of Arrangement (as defined in the document of which this Notice forms part) at the Court Meeting, the Scheme of Arrangement (a copy of which has been produced to this meeting and for the purposes of identification signed by the Chairman thereof) in its original form or with or subject to any modification, addition or condition approved or imposed by the Irish High Court be approved and the directors of Warner Chilcott be authorized to take all such action as they consider necessary or appropriate for carrying the Scheme of Arrangement into effect.

**2. Special Resolution: Cancellation of Warner Chilcott Shares pursuant to the Scheme of Arrangement**

That, subject to the passing of Resolution 1 (above) and to the confirmation of the Irish High Court pursuant to Section 72 of the Companies Act 1963, the issued capital of Warner Chilcott be reduced by cancelling and extinguishing all the Cancellation Shares (as defined in the Scheme of Arrangement) but without thereby reducing the authorized share capital of Warner Chilcott.

**3. Ordinary Resolution: Directors authority to allot securities and application of reserves**

That, subject to the passing of Resolutions 1 and 2 above:

- (i) the directors of Warner Chilcott be and are hereby generally authorized pursuant to and in accordance with Section 20 of the Companies (Amendment) Act 1983 to give effect to this resolution and accordingly to effect the allotment of the New Warner Chilcott Shares (as defined in the Scheme of Arrangement) referred to in paragraph (ii) below provided that (i) this authority shall expire on December 31, 2014, (ii) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be an amount equal to the nominal value of the Cancellation Shares and (iii) this authority shall be without prejudice to any other authority

## Edgar Filing: Actavis Ltd - Form S-4

under Section 20 previously granted before the date on which this resolution is passed; and

- (ii) forthwith upon the reduction of capital referred to in Resolution 2 above taking effect, the reserve credit arising in the books of account of Warner Chilcott as a result of the cancellation of the Cancellation Shares be applied in paying up in full at par such number of New Warner Chilcott Shares as shall be equal to the aggregate of the number of Cancellation Shares cancelled pursuant to Resolution 2 above, such new Warner Chilcott Shares to be allotted and issued to Actavis Limited, a limited company incorporated in Ireland (company number 527629) ( New Actavis ) and/or its nominee(s) credited as fully paid up and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature whatsoever.

---

## **Table of Contents**

### **4. Special Resolution: Amendment to Articles**

That, subject to the Scheme becoming effective, the Articles of Association of Warner Chilcott be amended by adding the following new Article 155:

#### *155. Scheme of Arrangement*

- (a) In these Articles, the **Scheme** means the scheme of arrangement dated [ ], 2013 between the Company and the holders of the Scheme Shares under Section 201 of the Companies Act 1963 in its original form or with or subject to any modification, addition or condition approved or imposed by the Irish High Court and expressions defined in the Scheme and (if not so defined) in the document containing the explanatory statement circulated with the Scheme under Section 202 of the Companies Act 1963 shall have the same meanings in this Article.
- (b) Notwithstanding any other provision of these Articles, if the Company allots and issues any ordinary shares (other than to New Actavis, or its nominee(s) (holding on bare trust for New Actavis)) on or after the Voting Record Time and prior to 10:00 p.m. (Irish time) on the day before the date on which the Scheme becomes effective (the **Scheme Record Time** ), such shares shall be allotted and issued subject to the terms of the Scheme and the holder or holders of those shares shall be bound by the Scheme accordingly.
- (c) Notwithstanding any other provision of these Articles, if any new ordinary shares are allotted or issued to any person (a **new member** ) (other than under the Scheme or to New Actavis or any subsidiary undertaking of New Actavis or anyone acting on behalf of New Actavis (holding on bare trust for New Actavis) at or after the Scheme Record Time, New Actavis will, provided the Scheme has become effective, have such shares transferred immediately, free of all encumbrances, to New Actavis and/or its nominee(s) (holding on bare trust for New Actavis) in consideration of and conditional on the payment by New Actavis to the new member of the consideration to which the new member would have been entitled under the terms of the Scheme had such shares transferred to New Actavis hereunder been a Scheme Share, such new Warner Chilcott Shares to rank *pari passu* in all respects with all other Warner Chilcott Shares for the time being in issue and ranking for any dividends or distributions made, paid or declared thereon following the date on which the transfer of such new Warner Chilcott Shares is executed.
- (d) In order to give effect to any such transfer required by this Article 155, the Company may appoint any person to execute and deliver a form of transfer on behalf of, or as attorney for, the new member in favor of New Actavis and/or its nominee(s) (holding on bare trust for New Actavis). Pending the registration of New Actavis as a holder of any share to be transferred under this Article 155, the new member shall not be entitled to exercise any rights attaching to any such share unless so agreed by New Actavis and New Actavis shall be irrevocably empowered to appoint a person nominated by the Directors of New Actavis to act as attorney on behalf of any holder of that share in accordance with any directions New Actavis gives in relation to any dealings with or disposal of that share (or any interest in it), exercising any rights attached to it or receiving any distribution or other benefit accruing or payable in respect of it and any holders of that share must exercise all rights attaching to it in accordance with the directions of New Actavis. The Company shall not be obliged to issue a certificate to the new member for any such share.

### **5. Ordinary Resolution: Creation of Distributable Reserves of New Actavis**

That the creation of distributable reserves in New Actavis, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares (as defined in the Scheme of Arrangement) pursuant to the Scheme of Arrangement, be approved.

### **6. Ordinary Resolution (non-binding, advisory): Approval of specified compensatory arrangements between Warner Chilcott and its named executive officers**

That, on a non-binding advisory basis, specified compensatory arrangements between Warner Chilcott and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Warner Chilcott Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus be approved.

**Table of Contents**

**7. Ordinary Resolution: Adjournment of the EGM**

That any motion by the Chairman to adjourn the EGM, or any adjournments thereof, to another time and place if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the EGM to approve the Scheme of Arrangement, or the other resolutions set out at 2 through 6 above, be approved.

By order of the Board	Warner Chilcott Public Limited Company
	1 Grand Canal Square
Company Secretary	Docklands
	Dublin 2
[ ]	Ireland

Ryan T. Sullivan

Dated: [ ], 2013  
Notes:

1. **Whether or not you plan to attend the EGM in person, it is important that your shares be represented and voted at the EGM.** Holders of record may submit a proxy via the Internet, by telephone or by completing, signing and dating the enclosed proxy card and returning it as promptly as possible in the enclosed postage-paid, return-addressed reply envelope. Holders of record must vote in accordance with the instructions listed on the proxy card. Beneficial holders whose shares are held in street name must vote in accordance with the voting instructions provided to them by their bank, broker, trustee, custodian or other nominee. Such holders may be eligible to submit a proxy electronically or by telephone. Any holder of record who is present at the EGM may vote in person instead of by proxy, thereby canceling any previous proxy. If you are a holder of record entitled to attend and vote at the EGM, then you are entitled to appoint a proxy or proxies to attend, speak and vote on your behalf at the EGM. A proxy is not required to be a shareholder of the Company. A shareholder wishing to name any person other than the individuals specified on the proxy card as his or her proxy holder may do so by crossing out the name of the designated proxy holder specified on the proxy card and inserting the name of such other person to act as his or her proxy. In that case, it will be necessary for the shareholder to sign the proxy card and deliver it in accordance with the instructions on the enclosed proxy card, with a copy to the person named as his or her proxy holder, and for the person so named to be present to vote at the EGM.

**Please note that if shareholders plan to attend the EGM in person, they will need to register in advance to be admitted.** Holders of record can register for the EGM by checking the appropriate box on their proxy card. The EGM will start promptly at [ ] (local time).

**In addition to registering in advance, shareholders will be required to present a valid government-issued photo identification (e.g., driver's license or passport) to enter the EGM.** Holders of record, whose shares are registered in their name, should bring a valid form of photo identification to the EGM. Beneficial holders whose shares are held in street name will need to bring a proxy or letter from their bank, broker or other nominee that confirms that such holder is the beneficial owner of such shares as of the record date, together with a valid form of photo identification. Beneficial holders whose shares are held in street name and who plan to vote at the EGM must obtain a legal proxy, executed in their favor, from the holder of record to be able to vote at the Court Meeting. The Company reserves the right to deny admittance to anyone who cannot adequately show proof of share ownership as of [ ], 2013. See *The Special Meetings of Warner Chilcott's Shareholders* of the accompanying joint proxy statement/prospectus.

## Edgar Filing: Actavis Ltd - Form S-4

2. If the Form of Proxy is properly executed and submitted, it will be voted in the manner directed by the shareholder executing it or, if no directions are given, will be voted at the discretion of the Chairman of the EGM or any other person duly appointed as proxy by the shareholder.

**Table of Contents**

3. The completion and return of the Form of Proxy will not preclude a shareholder from attending and voting at the meeting in person.
4. In accordance with article 29 of Warner Chilcott's articles of association, the board of directors of Warner Chilcott has determined that only holders of record of ordinary shares of Warner Chilcott as of the close of business on [ ], 2013 may vote at the EGM or any adjournment thereof.
5. Terms shall have the same meaning in this Notice as they have in the Scheme of Arrangement included in the joint proxy statement/prospectus accompanying this Notice.
6. Any alteration to the Form of Proxy must be initialed by the person who signs it.
7. The Scheme is subject to the approval of the Scheme by the requisite shareholder majorities at the Court Meeting, the passing of resolutions 1 through 4 at the EGM and the subsequent sanction by the Irish High Court. The Scheme is not subject to the passing of resolutions 5 through 7 at the EGM.
8. Warner Chilcott shareholders should also refer to the section of the accompanying joint proxy statement/prospectus captioned *The Special Meetings of Warner Chilcott's Shareholders*, which further describes the matters being voted on at the EGM and the ultimate effect of each resolution.



**Table of Contents**

**TABLE OF CONTENTS**

<u>QUESTIONS AND ANSWERS ABOUT THE TRANSACTION AND THE SPECIAL MEETINGS</u>	1
<u>SUMMARY</u>	12
<u>Information about the Companies</u>	12
<u>The Transaction</u>	13
<u>Structure of the Transaction</u>	14
<u>Scheme Consideration to Warner Chilcott Shareholders and Transaction Consideration to Actavis Stockholders</u>	16
<u>Treatment of Actavis Options and Other Actavis Equity Awards</u>	16
<u>Treatment of Warner Chilcott Options and Other Warner Chilcott Equity Awards</u>	17
<u>Comparative Per Share Market Price and Dividend Information</u>	18
<u>Recommendation of the Actavis Board of Directors and Actavis Reasons for the Transaction</u>	18
<u>Opinions of Actavis Financial Advisors</u>	19
<u>Recommendation of the Warner Chilcott Board of Directors and Warner Chilcott's Reasons for the Transaction</u>	19
<u>Opinion of Warner Chilcott's Financial Advisor</u>	20
<u>Interests of Certain Persons in the Transaction</u>	21
<u>Board of Directors and Management After the Transaction</u>	22
<u>Certain Tax Consequences of the Transaction</u>	23
<u>No Dissenters' Rights</u>	24
<u>Stock Exchange Listing</u>	24
<u>Conditions to the Completion of the Acquisition and the Merger</u>	24
<u>Regulatory Approvals Required</u>	25
<u>Termination of the Transaction Agreement</u>	26
<u>Expenses Reimbursement Agreement</u>	27
<u>Financing Relating to the Transaction</u>	28
<u>Accounting Treatment of the Transaction</u>	28
<u>Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares</u>	28
<u>Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares</u>	29
<u>RISK FACTORS</u>	30
<u>Risks Relating to the Transaction</u>	30
<u>Risks Relating to the Businesses of the Combined Company</u>	32
<u>SELECTED HISTORICAL FINANCIAL DATA OF ACTAVIS</u>	38
<u>SELECTED HISTORICAL FINANCIAL DATA OF WARNER CHILCOTT</u>	39
<u>SELECTED UNAUDITED PRO FORMA FINANCIAL DATA</u>	42
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	43
<u>PART I THE TRANSACTION AND THE SPECIAL MEETINGS</u>	44
<u>THE SPECIAL MEETING OF ACTAVIS STOCKHOLDERS</u>	44
<u>Overview</u>	44
<u>Date, Time and Place of the Actavis Special Meeting</u>	44
<u>Attendance</u>	44
<u>Proposals</u>	44
<u>Record Date; Outstanding Shares; Shares Entitled to Vote</u>	44