

Allergan plc
Form 10-K/A
April 05, 2016

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

| Commission | Exact name of registrant as specified in its charter, | State of incorporation | I.R.S. Employer |
|---------------------------------|--|-----------------------------------|---|
| File Number 001-36867 | principal office and address and telephone number Allergan plc | or organization Ireland | Identification No. 98-1114402 |

Clonsaugh Business and Technology Park

Coolock, Dublin, D17 E400, Ireland

(862) 261-7000

001-36887

Warner Chilcott Limited

Bermuda

98-0496358

Cannon s Court 22

Victoria Street

Hamilton HM 12

Bermuda

(441) 295-2244

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|---|--|
| Allergan plc Ordinary Shares, \$0.0001 par value | New York Stock Exchange |
| Allergan plc 5.500% Mandatory Convertible Preferred Shares, Series A, par value of \$0.0001 | New York Stock Exchange |
| Actavis Funding SCS \$500,000,000 Floating Rate Notes due 2016* | New York Stock Exchange |

*Notes issued by Actavis Funding SCS and guaranteed by Warner Chilcott Limited

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

| | | |
|-------------------------|---|-----------------------------|
| Allergan plc | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| Warner Chilcott Limited | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

| | | |
|-------------------------|------------------------------|--|
| Allergan plc | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| Warner Chilcott Limited | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

| | | |
|-------------------------|---|-----------------------------|
| Allergan plc | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| Warner Chilcott Limited | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

| | | |
|-------------------------|---|-----------------------------|
| Allergan plc | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| Warner Chilcott Limited | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

| | |
|-------------------------|-------------------------------------|
| Allergan plc | <input type="checkbox"/> |
| Warner Chilcott Limited | <input checked="" type="checkbox"/> |

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):

| | | |
|--------------|---|--|
| Allergan plc | Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> |
|--------------|---|--|

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| | | |
|-------------------------|---|--|
| | <input type="checkbox"/> (Do not check if a smaller reporting company) | <input type="checkbox"/> Smaller reporting company |
| Non-accelerated filer | | |
| Warner Chilcott Limited | <input type="checkbox"/> Large accelerated filer | <input type="checkbox"/> Accelerated filer |
| | <input checked="" type="checkbox"/> (Do not check if a smaller reporting company) | <input type="checkbox"/> Smaller reporting company |
| Non-accelerated filer | | |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

| | | |
|-------------------------|------------------------------|--|
| Allergan plc | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| Warner Chilcott Limited | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

The aggregate market value of the voting and non-voting stock held by non-affiliates of Allergan plc as of June 30, 2015, based upon the last sale price reported for such date on the New York Stock Exchange, was \$119.0 billion. The calculation of the aggregate market value of voting and non-voting stock excludes Class A ordinary shares of Allergan plc held by executive officers, directors, and stockholders that the registrant concluded were affiliates of Allergan plc on that date.

Number of shares of Allergan plc s Ordinary Shares outstanding on February 15, 2016: 394,687,384

This Annual Report on Form 10-K is a combined report being filed separately by two different registrants: Allergan plc and Warner Chilcott Limited. Warner Chilcott Limited is an indirect wholly owned subsidiary of Allergan plc. The information in this Annual Report on Form 10-K is equally applicable to Allergan plc and Warner Chilcott Limited, except where otherwise indicated. Warner Chilcott Limited meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-K and, to the extent applicable, is therefore filing this form with a reduced disclosure format.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Part III of this Annual Report on Form 10-K (Annual Report) is incorporated by reference from the Allergan plc proxy statement to be filed pursuant to Regulation 14A with respect to the Registrant's Annual Meeting of Shareholders to be held on or about May 5, 2016.

Explanatory Note

This Amendment No. 1 on Form 10-K/A (the Amendment) is a combined report being filed separately by two registrants: Allergan plc and its indirect wholly-owned subsidiary, Warner Chilcott Limited (each, the Company).

Each Company is filing this Amendment to its Annual Report on Form 10-K (Form 10-K) for the fiscal year ended December 31, 2015, filed with the Securities and Exchange Commission on February 26, 2016, solely to file an amended Exhibit 21.1, List of Subsidiaries of each Company. Certain subsidiaries of each Company were inadvertently omitted from the original filing Exhibit 21.1 to the Form 10-K.

As required by the applicable rules, currently-dated Section 302 certifications from each Company s Chief Executive Officer and Chief Financial Officer are included as exhibits to this Amendment. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted.

Except as described above, no other revisions or amendments have been made to any other portion of the Form 10-K. This Amendment does not reflect events that may have occurred after February 26, 2016, the date of the original filing of the Form 10-K, or modify or update any disclosures that may have been affected by subsequent events.

PART IV

Item 15. Exhibits, Financial Statement Schedules

The following documents are filed as exhibits to this report:

| Exhibit Number | Exhibit Description |
|-----------------------|---|
| 21.1 | List of subsidiaries |
| 31.1 | Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to the Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized on the 4th day of April, 2016.

ALLERGAN plc

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to the Annual Report has been signed below by the following persons and in the capacities indicated on the 4th day of April, 2016.

| Signature | Title |
|--------------------------------------|--|
| * Paul M. Bisaro | Executive Chairman, Director |
| * Brenton L. Saunders | Chief Executive Officer, President, Director |
| * Maria Teresa Hilado | Chief Financial Officer |
| * James D Arecca | Chief Accounting Officer |
| * Nesli Basgoz, M.D. | Director |
| * James H. Bloem | Director |
| * Christopher W. Bodine | Director |
| * Christopher J. Coughlin | Director |
| * Michael R. Gallagher | Director |
| * Catherine M. Klema | Director |
| * Peter J. McDonnell, M.D. | Director |
| * Patrick J. O Sullivan | Director |
| * Ronald Taylor | Director |
| * Fred Weiss | Director |

*By: /s/ A. Robert D. Bailey
A. Robert D. Bailey
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to the Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized on the 4th day of April, 2016.

WARNER CHILCOTT LIMITED

By: /s/ A. Robert D. Bailey
A. Robert D. Bailey
Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to the Annual Report has been signed below by the following persons and in the capacities indicated on the 4th day of April, 2016.

| Signature | Title |
|---|--|
| /s/ Claire Gilligan Claire Gilligan | President (Principal Executive Officer) |
| /s/ Robert Whiteford Robert Whiteford | Vice President, Director of Finance and Assistant Corporate Secretary (Principal Financial Officer and Principal Accounting Officer) |
| /s/ A. Robert D. Bailey A. Robert D. Bailey | Authorized Representative in the United States |
| /s/ Claire Gilligan Claire Gilligan | Director |
| /s/ Robert Whiteford Robert Whiteford | Director |
| /s/ Tony Hynds Tony Hynds | Director |

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