

ELAN CORP PLC
Form 20-F/A
June 27, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 20-F/A

(Amendment No. 1)

(Mark One)

.. **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

b **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended: December 31, 2011

OR

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

For the transition period from to

OR

.. **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

Commission file number: 001-13896

Elan Corporation, plc

(Exact name of Registrant as specified in its charter)

Ireland

(Jurisdiction of

incorporation or organization)

Treasury Building, Lower Grand Canal Street,

Dublin 2, Ireland

(Address of principal executive offices)

William Daniel, Secretary

Elan Corporation, plc

Treasury Building, Lower Grand Canal Street

Dublin 2, Ireland

011-353-1-709-4000

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liam.daniel@elan.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact person)

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

| <u>Title of Each Class</u> | <u>Name of Exchange on Which Registered</u> |
|--|---|
| American Depositary Shares (ADSs), | New York Stock Exchange |
| representing Ordinary Shares, Par value 0.05 each (Ordinary Shares) | New York Stock Exchange |
| Ordinary Shares | |

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

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 589,346,275 Ordinary Shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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: Yes No

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). Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing: U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

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If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes No

EXPLANATORY NOTE

This Amendment No. 1 to Form 20-F (this Amendment) for the fiscal year ended December 31, 2011, originally filed on February 23, 2012 (the Original 20-F) of Elan Corporation, plc is being filed solely for the purposes of (i) amending the Exhibit List under Item 19 of Part II of the 2011 Annual Report on Form 20-F, and (ii) filing an additional exhibit as part of the 2011 Annual Report on Form 20-F. The additional exhibit is the annual financial statements of our former equity method investment, Alkermes plc, a non-accelerated filer registrant of the SEC, for the fiscal year ended March 31, 2012 in respect of our obligation under rule S-X 3-09 for filing the annual financial statements of our significant equity method investments. All other Items of the Original 20-F are unaffected by the change described above and have been omitted from this amendment. This amendment continues to speak as of the date of the original filing of the Form 20-F and except for the filing of the new exhibit does not amend or update the information contained in the Form 20-F filed on February 23, 2012, or reflect any event that occurred after the Form 20-F was filed.

Item 19. Exhibits.**Exhibit**

| Number | Description |
|---------------|---|
| 1.1 | Memorandum and Articles of Association of Elan Corporation, plc. (incorporated by reference to Exhibit 1.1 of Elan Corporation plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2010 (Securities and Exchange Commission (Commission) File No. 001-13896)). |
| 2(b)(1) | Indenture dated as of August 17, 2010, among Elan Finance public limited company, Elan Finance Corp., Elan Corporation, plc, the Subsidiary Note Guarantors party thereto and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 99.1 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on December 13, 2010). |
| 2(b)(2) | Indenture dated as of October 2, 2009, among Elan Finance public limited company, Elan Finance Corp., Elan Corporation, plc, the Subsidiary Note Guarantors party thereto and The Bank of New York, as Trustee (including Forms of Global Exchange Notes) (incorporated by reference to Exhibit 99.1 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on October 27, 2009). |
| 4(a)(1) | Antegren Development and Marketing Collaboration Agreement, dated as of August 15, 2000, by and between Biogen, Inc. and Elan Pharma International Limited (incorporated by reference to Exhibit 4(a)(1) of Elan Corporation, plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2002 confidential treatment has been granted for portions of this exhibit). |
| 4(a)(2) | Asset Purchase Agreement, dated as of July 2, 2009, among Janssen Pharmaceutical, Juno Neurosciences, Elan Corporation, plc and the other Parties identified therein (incorporated by reference to Exhibit 4(a)(3) of Elan Corporation, plc's Annual Report on Form 20-F for the year ended December 31, 2009). |
| 4(a)(3) | Subscription and Transfer Agreement, dated as of July 2, 2009, among Elan Corporation, plc, Keavy Holdings plc and Janssen Pharmaceutical (incorporated by reference to Exhibit 4(a)(4) of Elan Corporation, plc's Annual Report on Form 20-F for the year ended December 31, 2009). |
| 4(a)(4) | Letter Agreement dated September 14, 2009 among Elan Corporation, plc, Athena Neurosciences, Inc., Crimagua Limited, Elan Pharmaceuticals, Inc., Elan Pharma International Limited, Keavy Finance plc, Janssen Pharmaceutical and Janssen Alzheimer Immunotherapy (incorporated by reference to Exhibit 4(a)(5) of Elan Corporation, plc's Annual Report on Form 20-F for the year ended December 31, 2009). |
| 4(a)(5) | Investment Agreement, dated as of September 17, 2009, between Elan Corporation, plc and Janssen Pharmaceutical (incorporated by reference to Exhibit 4(a)(6) of Elan Corporation, plc's Annual Report on Form 20-F for the year ended December 31, 2009). |
| 4(a)(6) | Shareholders Agreement, dated as of September 17, 2009 by and among Janssen Pharmaceutical, Janssen Alzheimer Immunotherapy (Holding) Limited, Latam Properties Holdings, JNJ Irish Investments ULC, Elan Corporation, plc, Crimagua Limited, Elan Pharma International Limited and Janssen Alzheimer Immunotherapy (incorporated by reference to Exhibit 4(a)(6) of Elan Corporation, plc's Annual Report on Form 20-F for the year ended December 31, 2010). |
| 4(a)(7) | Royalty Agreement dated as of September 17, 2009 among Janssen Alzheimer Immunotherapy, Janssen Alzheimer Immunotherapy (Holding) Limited and Elan Pharma International Limited (incorporated by reference to Exhibit 4(a)(8) of Elan Corporation, plc's Annual Report on Form 20-F for the year ended December 31, 2009). |
| 4(a)(8) | Corporate Integrity Agreement between the Office of Inspector General of the Department of Health and Human Services and Elan Corporation, plc (incorporated by reference to Exhibit 4(a)(8) of Elan Corporation, plc's Annual Report on Form 20-F for the year ended December 31, 2010). |
| 4(a)(9) | Plea Agreement, dated December 8, 2010, between the United States Attorney for the District of Massachusetts, the United States Department of Justice and Elan Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.1 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on February 28, 2011). |
| 4(a)(10) | Settlement Agreement, effective December 15, 2010, among the United States of America, acting through the United States Department of Justice and on behalf of the Office of Inspector General of the Department of Health and Human Services, the TRICARE Management Activity, and the United States Office of Personnel Management; Elan Corporation, plc; and Lee R. Chartock, M.D. (incorporated by reference to Exhibit 10.2 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on February 28, 2011). |

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Exhibit

| Number | Description |
|----------|---|
| 4(a)(11) | Business Combination Agreement And Plan Of Merger, dated as of May 9, 2011, by and among Elan Corporation, plc, Antler Science Two Limited, Elan Science Four Limited, EDT Pharma Holdings Limited, EDT US Holdco Inc., Antler Acquisition Corp. and Alkermes, Inc. (incorporated by reference to Exhibit 2.1 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on May 9, 2011). |
| 4(a)(12) | Shareholder s Agreement, dated as of September 16, 2011, by and among Alkermes, plc, Elan Corporation, plc, and Elan Science Three Limited (incorporated by reference to Exhibit 4(a)12 of Elan Corporation plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2011). |
| 4(b)(1) | Lease dated as of June 1, 2007 between Chamberlin Associates 180 Oyster Point Blvd., LLC and Elan Pharmaceuticals, Inc. (incorporated by reference to Exhibit 4(b)(1) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2007). |
| 4(b)(2) | Lease dated as of December 17, 2007 between Chamberlin Associates 200 Oyster Point, L.P. and Elan Pharmaceuticals, Inc. (incorporated by reference to Exhibit 4(b)(2) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2007). |
| 4(c)(1) | Elan Corporation, plc 1999 Stock Option Plan (2001 Amendment) (incorporated by reference to Exhibit 4(c)(1) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2001). |
| 4(c)(2) | Elan Corporation, plc 1998 Long-Term Incentive Plan (2001 Restatement) (incorporated by reference to Exhibit 4(c)(2) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2001). |
| 4(c)(3) | Elan Corporation, plc 1996 Long-Term Incentive Plan (2001 Restatement) (incorporated by reference to Exhibit 4(c)(3) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2001). |
| 4(c)(4) | Elan Corporation, plc 1996 Consultant Option Plan (2001 Restatement) (incorporated by reference to Exhibit 4(c)(4) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2001). |
| 4(c)(5) | Elan Corporation, plc Employee Equity Purchase Plan, (2009 Restatement) (incorporated by reference to Exhibit 4(c)(5) of Elan Corporation, plc s Annual Report on Form 20-F for the year ended December 31, 2009). |
| 4(c)(6) | Elan Corporation, plc 2004 Restricted Stock Unit Plan (incorporated by reference to Exhibit 4(c)(8) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2005). |
| 4(c)(7) | Letter Agreement, dated as of June 8, 2009, among Elan Corporation, plc, Jack W. Schuler, Vaughn D. Bryson and Crabtree Partners L.C.C. (incorporated by reference to Exhibit 10.3 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on September 29, 2009). |
| 4(c)(8) | Consulting Agreement, dated as of July 1, 2009, between Dr. Dennis J. Selkoe and Elan Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.4 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on September 29, 2009). |
| 4(c)(9) | Employment Agreement, dated as of December 7, 2005, as amended by Amendment 2008-1 dated as of December 19, 2008, among Elan Pharmaceuticals, Inc., Elan Corporation, plc and G. Kelly Martin. (incorporated by reference to Exhibit 4(c)(11) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2008). |
| 4(c)(10) | July 18, 2007 Letter Agreement between Dr. Lars Ekman and Elan Pharmaceuticals, Inc. (incorporated by reference to Exhibit 4(c)(12) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2007). |
| 4(c)(11) | Elan Corporation, plc Cash Bonus Plan effective January 1, 2006, and revised as of January 1, 2009. (incorporated by reference to Exhibit 4(c)(13) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2008). |
| 4(c)(12) | Elan Corporation, plc Profit Sharing Scheme 2006 (incorporated by reference to Exhibit 4(c)(16) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2005). |
| 4(c)(13) | Elan Corporation, plc 2006 Long Term Incentive Plan (2009 Amendment and Restatement). (incorporated by reference to Exhibit 4(c)(15) of Elan Corporation, plc s Annual Report on Form 20-F for the fiscal year ended December 31, 2008). |
| 4(c)(14) | Letter Agreement dated as of September 16, 2011 between Elan Corporation, plc and Shane Cooke (incorporated by reference to Exhibit 2.3 of the Report of Foreign Issuer of Elan Corporation, plc filed with the Commission on September 16, 2011). |

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4(c)(15)

Form of Deed of Indemnity between Elan Corporation, plc and directors and certain officers of Elan Corporation, plc (incorporated by reference to Exhibit 99.2 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on November 15, 2006).

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Exhibit

| Number | Description |
|----------|---|
| 4(c)(16) | Elan U.S. Severance Plan, amended and restated effective as of April 1, 2011 (incorporated by reference to Exhibit 99.1 of the Report of Foreign Issuer of Elan Corporation, plc filed with the Commission on April 19, 2011). |
| 4(c)(17) | Form of Memo Agreement dated May 17, 2007 amending certain outstanding grant agreements for restricted stock units and stock option agreements held by senior officers who are members of the Operating Committee of Elan Corporation, plc. (incorporated by reference to Exhibit 4(c)(19) of Elan Corporation, plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2007). |
| 4(c)(18) | Form of Restricted Stock Unit Agreement under the Elan Corporation, plc 2006 Long Term Incentive Plan (2009 Amendment and Restatement) for certain senior officers who are members of the Operating Committee of Elan Corporation, plc. (incorporated by reference to Exhibit 4(c)(20) of Elan Corporation, plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2008). |
| 4(c)(19) | Form of Nonstatutory Stock Option Agreement under the Elan Corporation, plc 2006 Long Term Incentive Plan (2009 Amendment and Restatement) for certain senior officers who are members of the Operating Committee of Elan Corporation, plc. (incorporated by reference to Exhibit 4(c)(21) of Elan Corporation, plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2008). |
| 4(c)(20) | Form of Nonstatutory Stock Option Agreement under the Elan Corporation, plc 2006 Long Term Incentive Plan (2009 Amendment and Restatement) for new members of the Board of Directors of Elan Corporation, plc. (incorporated by reference to Exhibit 4(c)(22) of Elan Corporation, plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2008). |
| 4(c)(21) | Form of Nonstatutory Stock Option Agreement under the Elan Corporation, plc 2006 Long Term Incentive Plan (2009 Amendment and Restatement) for members of the Board of Directors of Elan Corporation, plc. (incorporated by reference to Exhibit 4(c)(23) of Elan Corporation, plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2008). |
| 4(c)(22) | Form of Restricted Stock Unit Agreement under the Elan Corporation, plc 2006 Long Term Incentive Plan (2009 Amendment and Restatement) for non-executive members of the Board of Directors of Elan Corporation, plc. (incorporated by reference to Exhibit 4(c)(24) of Elan Corporation, plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2008). |
| 4(c)(23) | Letter Agreement dated as of March 10, 2011 between Elan Pharmaceuticals, Inc. and Dr. Carlos Paya (incorporated by reference to Exhibit 10.1 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on March 15, 2011). |
| 4(c)(24) | Amendment to Employment Agreement entered into as of June 2, 2010 between Elan Pharmaceuticals, Inc. and G. Kelly Martin serving as an amendment to an employment agreement dated December 7, 2005, as amended effective December 19, 2008 among the parties and Elan Corporation, plc (incorporated by reference to Exhibit 99.1 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on August 10, 2010). |
| 4(c)(25) | Memorandum of Understanding dated 17 September 2010 among Elan Corporation, plc, Jack Schuler and Vaughn Bryson (incorporated by reference to Exhibit 4(c)(27) of Elan Corporation plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2010). |
| 4(c)(26) | Binding Fee Letter Dated 17 September 2010 among Elan Corporation, plc, Jack Schuler and Vaughn Bryson (incorporated by reference to Exhibit 4(c)(28) of Elan Corporation plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2010). |
| 4(c)(27) | Amendment 2011-1 to Elan U.S. Severance Plan effective as of July 14, 2011 (incorporated by reference to Exhibit 4(c)(27) of Elan Corporation plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2011). |
| 4(c)(28) | Chairman's Letter of Appointment dated February 9, 2011 (incorporated by reference to Exhibit 99.1 of the Report of Foreign Issuer on Form 6-K of Elan Corporation, plc filed with the Commission on February 10, 2011). |
| 8.1 | Subsidiaries of Elan Corporation, plc (incorporated by reference to Exhibit 8.1 of Elan Corporation plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2011). |
| 12.1 | Certification of G. Kelly Martin pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 12.2 | Certification of Nigel Clerkin pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 13.1 | Certification of G. Kelly Martin pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 13.2 | |

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Certification of Nigel Clerkin pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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| Number | Description |
|---------------|---|
| 15.1 | Consent of Independent Registered Public Accounting Firm, KPMG (incorporated by reference to Exhibit 15.1 of Elan Corporation plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2011). |
| 101 | XBRL (Extensible Business Reporting Language) The following materials from Elan's Annual Report on Form 20-F for the fiscal year-ended December 31, 2011, formatted in XBRL: (i) Consolidated Statements of Operations, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Shareholders' Equity/(Deficit) and Comprehensive Income/(Loss) (iv) Consolidated Statements of Cash Flows, (v) Notes to the Consolidated Financial Statements, and (vi) Schedule II - Valuation and Qualifying Accounts and Reserves (incorporated by reference to Exhibit 8.1 of Elan Corporation plc's Annual Report on Form 20-F for the fiscal year ended December 31, 2011 filed with the Commission on February 23, 2012). |
| 99.1 | Annual Audited Financial Statements of Alkermes plc for the fiscal year ended March 31, 2012. |
| 99.2 | Consent of PricewaterhouseCoopers LLP, an independent registered public accounting firm. |

SIGNATURES

The Registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused and authorized the undersigned to sign this Amendment to the Annual Report on its behalf.

Elan Corporation, plc

/s/ NIGEL CLERKIN

Nigel Clerkin

Executive Vice President and Chief Financial Officer

Date: June 27, 2012