

Shire plc  
Form 425  
October 16, 2014

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

Washington, D. C. 20549

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**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): **October 15, 2014**

**ABBVIE INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-35565**  
(Commission File Number)

**32-0375147**  
(IRS Employer  
Identification No.)

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**1 North Waukegan Road**  
**North Chicago, Illinois 60064-6400**

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(847) 932-7900**

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:

- 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))
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**Item 8.01. Other Events.**

On October 15, 2014, AbbVie Inc. ( AbbVie ) issued a press release announcing that AbbVie s board of directors has withdrawn its previous recommendation to AbbVie stockholders in favor of the proposed transaction with Shire plc ( Shire ). The AbbVie board of directors now recommends AbbVie stockholders vote against the Shire transaction.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

**Item 9.01. Financial Statements and Exhibits.**

| <b>Exhibit No.</b> |                                       | <b>Exhibit</b> |
|--------------------|---------------------------------------|----------------|
| 99.1               | Press Release, dated October 15, 2014 |                |

**SIGNATURE**

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.

**ABBVIE INC.**

Date: October 15, 2014

By:

/s/ LAURA J. SCHUMACHER  
Laura J. Schumacher  
Executive Vice President, Business Development,  
External Affairs and General Counsel

**EXHIBIT INDEX**

| <b>Exhibit No.</b> |                                       | <b>Exhibit</b> |
|--------------------|---------------------------------------|----------------|
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