

New Moon B.V.
Form S-4
November 05, 2014
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As filed with the Securities and Exchange Commission on November 5, 2014

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

New Moon B.V.

(Exact name of registrant as specified in its charter)

The Netherlands
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

98-1189497
(I.R.S. Employer
Identification No.)

**Albany Gate, Darkes Lane
Potters Bar, Herts EN6 1AG
United Kingdom
Tel: +44 (0) 1707-853-000**

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

**John D. Sheehan
Chief Financial Officer
Mylan Inc.
1000 Mylan Boulevard
Canonsburg, Pennsylvania 15317
(724) 514-1800**

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

Copies to:

**Bradley L. Wideman, Esq.
Vice President, Associate General Counsel,
Securities and Assistant Secretary
Mylan Inc.
1000 Mylan Boulevard
Canonsburg, Pennsylvania 15317
(724) 514-1800**

**Mark I. Greene, Esq.
Thomas E. Dunn, Esq.
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019
(212) 474-1000**

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 described in the enclosed document.

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 "

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 unit	maximum aggregate offering price	
Ordinary shares, nominal value 0.01 per share	395,104,116 ⁽¹⁾	N/A	\$20,264,890,109.64 ⁽²⁾	\$2,354,780.23 ⁽³⁾

⁽¹⁾ Represents the maximum number of the Registrant's ordinary shares estimated to be issuable upon the completion of the Merger described herein. Calculated as the product obtained by multiplying (x) the sum of (i) 374,273,573 shares of Mylan Inc.'s common stock issued and outstanding as of October 29, 2014, (ii) 16,962,944 shares of Mylan Inc.'s common stock potentially issuable pursuant to stock options or stock appreciation rights outstanding as of October 29, 2014, and (iii) 3,867,599 shares of Mylan Inc.'s common stock potentially issuable pursuant to restricted stock units outstanding as of October 29, 2014 by (y) 1.00 (the number of ordinary shares of the Registrant a holder will receive for each share of common stock of Mylan Inc.).

⁽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 product of \$51.29 (the average of the high and low prices of Mylan Inc. s common stock as reported on the NASDAQ Global Select Market as of October 29, 2014) and 395,104,116 ordinary shares of New Moon B.V. estimated to be issuable upon the completion of the Merger described herein.

- ⁽³⁾ Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$116.20 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.

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The information contained in this document is subject to completion or amendment. A registration statement relating to these securities has been filed with the U.S. 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 is not an offer to sell these securities and it is not soliciting an offer to buy these securities, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation, or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED NOVEMBER 5, 2014

LETTER TO MYLAN SHAREHOLDERS

Dear Fellow Mylan Inc. Shareholders:

Over the last several years, Mylan Inc. (Mylan) has undergone a strategic transformation from a domestic generics company into a global leader in the pharmaceutical industry one with unprecedented scale in our operating platform, diversity in our portfolio, and significant control over the cost and quality of our products. In addition to the cultivation of numerous organic growth drivers, a key aspect of our transformation and growth has been meaningful participation in the ongoing consolidation of the global pharmaceutical industry. Mylan has been highly active in evaluating and acquiring major assets within the industry that would effectively build on our operating platform and commercial presence, complement our existing strengths and capabilities, enhance our financial flexibility, strengthen our competitive position, and deliver additional shareholder value.

In furtherance of this strategy, Mylan identified Abbott's non-U.S. developed markets specialty and branded generics business (the Business) as an exceptional asset and the right next strategic transaction for Mylan. Mylan subsequently entered into an Amended and Restated Business Transfer Agreement and Plan of Merger with New Moon B.V., a new holding company organized and existing under the laws of the Netherlands (New Mylan), Moon of PA Inc. (Merger Sub), and Abbott Laboratories (Abbott), dated as of November 4, 2014 (the Business Transfer Agreement), providing for, among other things, the acquisition of Mylan and the Business by New Mylan. As consideration for the transfer of the Business, Abbott will receive 110,000,000 New Mylan ordinary shares and, in exchange for their shares of Mylan common stock, Mylan shareholders will receive an equal number of New Mylan ordinary shares. Immediately following the transaction, the former shareholders of Mylan will own approximately 78% and Abbott's affiliates will own approximately 22% of the outstanding New Mylan ordinary shares. The exchange of shares of Mylan common stock for New Mylan ordinary shares will be a taxable transaction for Mylan shareholders. The New Mylan ordinary shares are expected to be listed on the NASDAQ Global Select Market under the ticker symbol MYL.

Mylan is undertaking this transaction because we believe that the Business is a compelling strategic fit, which will help Mylan accomplish a number of our goals. Specifically, the Business will diversify and build upon the infrastructure and strategy we already have in place; enhance our geographic footprint and commercial platform in

non-U.S. geographies; create critical mass across customer sales channels; and create significant financial flexibility and a more competitive tax structure, better positioning Mylan for future opportunities.

The Business, which is being acquired on a debt-free basis, includes an attractive and differentiated portfolio of more than 100 specialty, branded generic and over-the-counter pharmaceutical products in five major therapeutic areas (cardio/metabolic, gastrointestinal, anti-infective/respiratory, CNS/pain, and women's and men's health). The portfolio includes several patent-protected, novel, and/or hard-to-manufacture products with durable growth potential. Key products include Creon[®], Influvac[®], Brufen[®], Amitiza[®], and Androge1[®], among others.

The Business will enhance Mylan's geographic reach and provide Mylan with enhanced scale and critical mass in our largest markets outside of the United States. The transaction is expected to approximately double Mylan's revenues in Europe by strengthening our presence in Italy, the United Kingdom, Germany, France, Spain, and Portugal, among others. It is also expected to more than double Mylan's revenues in Canada and Japan and build on Mylan's business in Australia and New Zealand. The transaction also will provide Mylan with a meaningful presence in the specialty and branded generics markets in Central and Eastern Europe.

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Additionally, the Business will significantly expand Mylan's commercial platform and capabilities. The Business includes an active sales organization of approximately 2,000 representatives serving more than 40 non-U.S. markets. The Business's strong sales force in key developed markets will enhance Mylan's reach with physicians and patients and complements Mylan's existing strength in pharmacies. This platform will provide Mylan with the enhanced infrastructure and expertise to more effectively execute on existing growth opportunities that require access to the physician channel, such as the global expansion of EpiPen® Auto-Injector and the anticipated launch of biologics and respiratory products, including generic Seretide® and generic Advair®.

The Business also will bring Mylan two high-quality manufacturing facilities in France and Japan.

The Business is expected to provide approximately \$1.9 billion in additional annual revenues and approximately \$670 million in additional annual adjusted EBITDA (pre-operational efficiencies) at closing. We believe that we are uniquely positioned to drive enhanced financial performance and profitability from these assets by leveraging our integrated, efficient operating platform, more effectively distributing the portfolio across channels, and maintaining a greater strategic focus on key products. As a result, we expect to stabilize revenues and grow earnings before interest, taxes, depreciation, and amortization (EBITDA) and EBITDA margins.

The transaction is expected to be immediately and significantly accretive to Mylan and to deliver in excess of \$200 million in cumulative pre-tax operational efficiencies by the end of the third year after closing. Mylan has experience in successfully integrating large, complex transactions such as this one, and we are confident in our ability to deliver the value inherent from this combination.

Mylan's pro forma leverage at closing, which is expected to be significantly enhanced at approximately 2.3x debt-to-adjusted EBITDA, substantially below current levels, and strong cash flow generation will further enhance Mylan's balance sheet and provide financial flexibility to pursue future opportunities in the continually evolving and consolidating pharmaceutical sector to create additional shareholder value. The transaction also is expected to lower Mylan's adjusted tax rate to approximately 20-21% in the first full year, and to the high teens thereafter, further enhancing Mylan's competitiveness.

In conclusion, we are even more confident in our ability to continue to deliver double-digit long-term growth for our shareholders in the future. We will continue to aggressively seek opportunities to leverage Mylan's exceptional platform and even better position Mylan for the next phase of its growth.

We look forward to a successful transaction.

Very truly yours,

Robert J. Coury

Executive Chairman

Mylan Inc.

Heather Bresch

Chief Executive Officer

Mylan Inc.

After careful consideration and deliberation, the Board of Directors of Mylan (the Mylan Board) unanimously approved the Business Transfer Agreement and the transaction and determined that the transaction is advisable and in the best interests of Mylan. The Mylan Board accordingly unanimously recommends that the Mylan shareholders vote FOR each of the proposals contained in the accompanying proxy

statement/prospectus. In considering the recommendation of the Mylan Board, you should be aware that, similar to other transactions of this type, certain directors and executive officers of Mylan may be deemed to have interests in the transaction that may be different from, or in addition to, the interests of the Mylan shareholders generally. See The Transaction Interests of Certain Persons in the Transaction beginning on page [] of the accompanying proxy statement/prospectus.

Mylan encourages you to read the accompanying proxy statement/prospectus, including the Annexes thereto and the documents incorporated by reference therein, carefully and in their entirety. In particular, we urge you to read carefully the section entitled Risk Factors beginning on page [] of the accompanying proxy statement/prospectus.

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Adjusted EBITDA, debt-to-adjusted EBITDA, and adjusted tax rate are financial measures that differ from what is reported under the generally accepted accounting principles in the United States (U.S. GAAP). For more information, see the section entitled Non-GAAP Financial Measures beginning on page [] of the accompanying proxy statement/prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the accompanying proxy statement/prospectus or determined that the accompanying statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The accompanying proxy statement/prospectus is dated [] and is first being mailed to the shareholders of Mylan on or about [].

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ADDITIONAL INFORMATION

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

Mylan Inc.

1000 Mylan Boulevard

Canonsburg, Pennsylvania 15317

(724) 514-1800

Attn: Corporate Secretary

or

Innisfree M&A Incorporated

501 Madison Avenue

New York, NY 10022

(877) 750-9499 (toll free)

(212) 750-5833 (banks and brokers)

Investors may also consult [] for more information concerning the Transaction described in the accompanying proxy statement/prospectus. Mylan's website is www.mylan.com. Information included on Mylan's website is not incorporated by reference into the accompanying proxy statement/prospectus.

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

For more information, see Where You Can Find More Information beginning on page [] of the accompanying proxy statement/prospectus.

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Mylan Inc.

1000 Mylan Boulevard

Canonsburg, Pennsylvania 15317

(724) 514-1800

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On []

Dear Shareholders of Mylan Inc.:

We are pleased to invite you to attend a special meeting of shareholders of Mylan Inc., a Pennsylvania corporation (Mylan), which will be held at [] on [] at [] [a.m.] [p.m.] local time, for the following purposes:

To consider and vote on a proposal to approve the Amended and Restated Business Transfer Agreement and Plan of Merger (the Business Transfer Agreement), dated as of November 4, 2014, by and among Mylan, New Moon B.V., a private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) organized and existing under the laws of the Netherlands (New Mylan), Moon of PA Inc., a Pennsylvania corporation (Merger Sub), and Abbott Laboratories, an Illinois corporation (Abbott), a copy of which is attached as Annex A to the proxy statement/prospectus accompanying this notice, pursuant to which Merger Sub will be merged with and into Mylan, with Mylan surviving as a wholly owned indirect subsidiary of New Mylan and each share of Mylan common stock issued and outstanding will be cancelled and automatically converted into and become the right to receive one New Mylan ordinary share (the Merger);

To consider and vote on a proposal to approve, on a non-binding advisory basis, specified compensatory arrangements between Mylan and its named executive officers relating to the Merger and the other transactions contemplated by the Business Transfer Agreement (the Transaction); and

To consider and vote on a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the Business Transfer Agreement.

Mylan will transact no business at the special meeting except such business as stated in this notice. Please refer to the accompanying proxy statement/prospectus for further information with respect to the business to be transacted at the Mylan special meeting.

The board of directors of Mylan (the Mylan Board) has fixed the close of business on [] as the record date for determination of Mylan shareholders entitled to receive notice of, and to vote at, the Mylan special meeting or any adjournment or postponement thereof. Holders of record of shares of Mylan common stock at the close of business on

the record date are entitled to vote at the special meeting and any adjournment or postponement thereof. A list of shareholders of record entitled to vote at the special meeting will be available at the special meeting for inspection by any shareholder of record present at the special meeting.

The affirmative vote of a majority of the votes cast by all holders of Mylan common stock entitled to vote at the special meeting or any adjournment or postponement thereof is required for the approval of each of the proposals listed above, including the approval of the Business Transfer Agreement. In the absence of a quorum, the proposal to adjourn the special meeting may be approved by the majority of the voting power of the outstanding shares present and entitled to vote at the special meeting.

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Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the special meeting in person, please vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card, (2) calling the toll-free number specified on your proxy card, or (3) marking, signing, dating, and returning all proxy cards that you receive in the postage-paid envelope provided, so that your shares may be represented and voted at the special meeting. If your shares are held in the name of a broker, bank, trust company, or other nominee, please follow the instructions on the voting instruction card furnished by the record holder.

Please note that if you hold shares in different accounts, it is important that you vote the shares represented by each account.

Recommendation of the Mylan Board. After careful consideration and deliberation, the Mylan Board unanimously approved the Business Transfer Agreement and the Transaction and determined that the Transaction is advisable and in the best interests of Mylan. The Mylan Board accordingly unanimously recommends that the Mylan shareholders vote FOR each of the proposals contained in the proxy statement/prospectus accompanying this letter. In considering the recommendation of the Mylan Board, you should be aware that, similar to other transactions of this type, certain directors and executive officers of Mylan may be deemed to have interests in the Transaction that may be different from, or in addition to, the interests of the Mylan shareholders generally. See *The Transaction Interests of Certain Persons in the Transaction* beginning on page [] of the accompanying proxy statement/prospectus.

Mylan encourages you to read the accompanying proxy statement/prospectus, including the Annexes thereto and the documents incorporated by reference therein, carefully and in their entirety. In particular, we urge you to read carefully the section entitled Risk Factors beginning on page [] of the accompanying proxy statement/prospectus. If you have any questions concerning the Business Transfer Agreement or the Transaction, would like additional copies or need help voting your shares of Mylan common stock, please contact Mylan's proxy solicitor:

Innisfree M&A Incorporated

501 Madison Avenue

New York, NY 10022

(877) 750-9499 (toll free)

(212) 750-5833 (banks and brokers)

By Order of the Mylan Board,

Joseph F. Haggerty

Corporate Secretary

Mylan Inc.

Canonsburg, Pennsylvania

[]

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ABOUT THIS PROXY STATEMENT/PROSPECTUS

This proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission (the "SEC") by New Mylan (File No. 333-), constitutes a prospectus of New Mylan under Section 5 of the Securities Act of 1933, as amended (the "Securities Act"), with respect to the New Mylan ordinary shares to be issued to Mylan shareholders pursuant to the Merger. This proxy statement/prospectus also constitutes a proxy statement of Mylan under Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). It also constitutes a notice of meeting with respect to the special meeting of Mylan shareholders.

Mylan and New Mylan are responsible for the information contained in and incorporated by reference into this proxy statement/prospectus. You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. Neither Mylan nor New Mylan has authorized anyone to give any information or make any representation about the Transaction, Mylan, New Mylan or the Business that is different from, or in addition to, that contained in this proxy statement/prospectus or in any of the materials that have been incorporated by reference into this proxy statement/prospectus. Therefore, if anyone does give you information of this sort, you should not rely on it.

This proxy statement/prospectus is dated []. The information contained in this proxy statement/prospectus speaks only as of the date of this proxy statement/prospectus unless the information specifically indicates that another date applies. Neither Mylan's mailing of this proxy statement/prospectus to Mylan shareholders, nor the issuance by New Mylan of the New Mylan ordinary shares pursuant to the Merger, will create any implication to the contrary. Except as required by law, Mylan and New Mylan undertake no obligation to update any statements herein for revisions or changes after the filing date of this proxy statement/prospectus.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.

Unless otherwise indicated or as the context otherwise requires, each reference in this proxy statement/prospectus to:

Abbott refers to Abbott Laboratories, an Illinois corporation;

Abbott common shares refers to the common shares of Abbott, without par value;

Amendment refers to the Letter Agreement, dated as of October 21, 2014, among Mylan, New Mylan, Merger Sub, and Abbott, modifying the Original Business Transfer Agreement;

Business refers to Abbott's non-U.S. developed markets specialty and branded generics business (provided that any reference herein to historical financial information of the Business refers to the developed markets branded generics pharmaceuticals business of, and as operated by, Abbott and includes expense allocations for certain corporate functions performed by Abbott and certain assets and liabilities that will be retained by Abbott pursuant to the Business Transfer Agreement);

Business Transfer refers to the acquisition by New Mylan of the Business from Abbott;

Business Transfer Agreement refers to the Amended and Restated Business Transfer Agreement, dated as of November 4, 2014, by and among Mylan, New Mylan, Merger Sub, and Abbott, and a copy of which is attached as Annex A to this proxy statement/prospectus and is incorporated herein by reference (provided that any reference herein to the date of the Business Transfer Agreement refers to July 13, 2014, the date that the Original Business Transfer Agreement was executed);

closing refers to the consummation of the Transaction in accordance with the terms of the Business Transfer Agreement;

dollars or **\$** refers to U.S. dollars;

Merger refers to the merger of Merger Sub with and into Mylan, with Mylan surviving as a wholly owned indirect subsidiary of New Mylan;

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Merger Sub refers to Moon of PA Inc., a Pennsylvania corporation;

Mylan refers to Mylan Inc., a Pennsylvania corporation;

Mylan common stock refers to the common stock of Mylan, par value \$0.50 per share;

New Mylan refers to New Moon B.V., a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) organized and existing under the laws of the Netherlands, that will be converted into a public limited liability company (*naamloze vennootschap*) and renamed Mylan N.V. at or prior to the consummation of the Transaction;

New Mylan ordinary shares refers to the ordinary shares of New Mylan, with nominal value of 0.01 per share;

Original Business Transfer Agreement refers to the Business Transfer Agreement and Plan of Merger, dated as of July 13, 2014, by and among Mylan, New Mylan, Merger Sub, and Abbott;

Transaction refers collectively to the Business Transfer, the Merger, and the other transactions contemplated by the Business Transfer Agreement; and

we, our, and us refers to Mylan and/or New Mylan, as the context requires.

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