

ALLERGAN INC
Form 425
December 01, 2014

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
December 1, 2014
Date of Report (Date of Earliest Event Reported)

ALLERGAN, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation)

1-10269
(Commission
File Number)

95-1622442
(IRS Employer
Identification Number)

Edgar Filing: ALLERGAN INC - Form 425

2525 Dupont Drive

Irvine, California 92612

(Address of Principal Executive Offices) (Zip Code)

(714) 246-4500

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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))

Item 8.01 Other Events.

On December 1, 2014, pursuant to a stipulation among Allergan, Inc. (Allergan), Pershing Square Capital Management, L.P. and certain of its affiliates (together, Pershing Square) and Valeant Pharmaceuticals International, Inc. and certain of its affiliates (together, Valeant), the Court of Chancery of the State of Delaware (the Court) entered an order vacating its prior order (entered pursuant to a settlement among Allergan, Pershing Square and Valeant) that provided, among other things, that Allergan call a special meeting of stockholders on December 18, 2014 to vote on certain proposals put forth by Pershing Square and Valeant (the Pershing Square Special Meeting).

In light of this order by the Court and the request by Pershing Square filed with the U.S. Securities and Exchange Commission (the SEC) on November 18, 2014 to withdraw its definitive proxy statement filed in connection with the Pershing Square Special Meeting, the Pershing Square Special Meeting will not be held.

Important Information for Investors and Stockholders

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of 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. In connection with the proposed merger between Allergan and Actavis plc, Actavis will file with the SEC a registration statement on Form S-4 that will include a joint proxy statement of Allergan and Actavis that also constitutes a prospectus of Actavis. The definitive joint proxy statement/prospectus will be delivered to stockholders of Allergan and Actavis. INVESTORS AND SECURITY HOLDERS OF ALLERGAN ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT HAVE BEEN AND WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders will be able to obtain free copies of the registration statement and the definitive joint proxy statement/prospectus (when available) and other documents filed with the SEC by Allergan and Actavis through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Allergan will be available free of charge on Allergan's internet website at www.allergan.com or by contacting Allergan's Investor Relations Department at (714) 246-4766. Copies of the documents filed with the SEC by Actavis will be available free of charge on Actavis' internet website at www.actavis.com or by contacting Actavis' Investor Relations Department at (862) 261-7488.

Participants in the Merger Solicitation

Allergan, Actavis, their respective directors and certain of their executive officers and employees may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of Allergan and Actavis stockholders in connection with the proposed merger will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. Information about the directors and executive officers of Allergan is set forth in its proxy statement for its 2014 annual meeting of stockholders, which was filed with the SEC on March 26, 2014 and certain of its Current Reports on Form 8-K. Information about the directors and executive officers of Actavis is set forth in Actavis, Inc.'s proxy statement for its 2014 annual meeting of stockholders, which was filed with the SEC on March 28, 2014 and certain of Actavis Inc.'s and Actavis' Current Reports on Form 8-K. Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus filed with the above-referenced registration statement on Form S-4 and other relevant materials to be filed with the SEC when they become available.

SIGNATURES

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.

ALLERGAN, INC.

Date: December 1, 2014

By: /s/ Matthew J. Maletta
Name: Matthew J. Maletta
Title: Vice President,

Associate General Counsel and Secretary