

**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

Date of Report (Date of earliest event reported): **November 8, 2019 (November 7, 2019)**

ABBVIE INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-35565
(Commission File Number)

32-0375147
(IRS Employer
Identification No.)

1 North Waukegan Road
North Chicago, Illinois 60064-6400
(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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 Par Value	ABBV	New York Stock Exchange Chicago Stock Exchange
1.375% Senior Notes due 2024	ABBV24	New York Stock Exchange
0.750% Senior Notes due 2027	ABBV27	New York Stock Exchange
2.125% Senior Notes due 2028	ABBV28	New York Stock Exchange
1.250% Senior Notes due 2031	ABBV31	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On November 7, 2019, AbbVie Inc. (“AbbVie”) announced the early tender results of its previously announced (i) offers to exchange (each, an “Exchange Offer” and, collectively, the “Exchange Offers”) any and all outstanding notes of certain series issued by Allergan Finance, LLC (“Allergan Finance”), Allergan, Inc. (“Allergan Inc”), Allergan Sales, LLC (“Allergan Sales”) and Allergan Funding SCS (“Allergan Funding” and, together with Allergan Finance, Allergan Inc and Allergan Sales, “Allergan”) (the “Allergan Notes”) for new notes to be issued by AbbVie (the “AbbVie Notes”) and (ii) related consent solicitations (each, a “Consent Solicitation” and, collectively, the “Consent Solicitations”) being made by AbbVie on behalf of Allergan to adopt certain proposed amendments (the “Amendments”) that would eliminate substantially all of the covenants, restrictive provisions, events of default and any guarantees of the related Allergan Notes in each of the indentures (each, an “Allergan Indenture”) governing the Allergan Notes.

Based on the early tenders as of 5:00 p.m., New York City time, on November 7, 2019, the requisite number of consents have been received to adopt the Amendments with respect to all outstanding series of Allergan Notes. The applicable Allergan obligors have executed a supplemental indenture with respect to each Allergan Indenture implementing the Amendments. The Amendments will become operative only upon settlement of the Exchange Offers.

The Exchange Offers and Consent Solicitations were commenced in connection with AbbVie’s proposed acquisition of Allergan (the “Acquisition”) and are being made pursuant to the terms and subject to the conditions set forth in the confidential offering memorandum and consent solicitation statement, dated October 25, 2019, and the related letter of transmittal. The Exchange Offers and Consent Solicitations will expire at 11:59 p.m., New York City time, on November 22, 2019 (the “Expiration Date”), unless extended or earlier terminated by AbbVie, and are conditioned, among other things, upon the consummation of the Acquisition, which is expected to occur in early 2020. As a result, the Expiration Date may be extended one or more times. AbbVie currently anticipates providing notice of any such extension in advance of the Expiration Date.

The AbbVie Notes offered in the Exchange Offers have not been registered under the Securities Act of 1933, as amended, or any state securities laws. Therefore, the AbbVie Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933, as amended, and any applicable state securities laws.

A copy of the press release issued by AbbVie is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
<u>99.1</u>	<u>Press Release dated November 7, 2019.</u>
104	The cover page from this Current Report on Form 8-K formatted in Inline XBRL (included as Exhibit 101).

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: November 8, 2019

By: /s/ Robert A. Michael
Robert A. Michael
Executive Vice President, Chief Financial Officer



AbbVie Announces Results of Early Participation in Exchange Offers and Consent Solicitations for Allergan Notes

NORTH CHICAGO, Ill., Nov. 7, 2019 – AbbVie Inc. (NYSE:ABBV) (“AbbVie”) announced today that the requisite number of consents have been received to adopt certain proposed amendments (the “Amendments”) with respect to all outstanding notes of certain series issued by Allergan Finance, LLC (“Allergan Finance”), Allergan, Inc. (“Allergan Inc”), Allergan Sales, LLC (“Allergan Sales”) and Allergan Funding SCS (“Allergan Funding” and, together with Allergan Finance, Allergan Inc and Allergan Sales, “Allergan”). The results are based on (i) early tenders in the offers to exchange (each an Exchange Offer” and, collectively, the “Exchange Offers”) any and all Allergan Notes (as defined below) for new notes to be issued by AbbVie (the “AbbVie Notes”) and (ii) early delivery of consents in the related consent solicitations (each, a “Consent Solicitation” and, collectively, the “Consent Solicitations”) being made by AbbVie on behalf of Allergan to adopt the Amendments to each of the indentures (each, an “Allergan Indenture”) governing the Allergan Notes.

The applicable Allergan obligors have executed a supplemental indenture with respect to each Allergan Indenture implementing the Amendments. The Amendments will become operative only upon settlement of the Exchange Offers. The settlement date is expected to occur promptly after the Expiration Date (as defined below), which is expected to be on or about the closing date of AbbVie’s previously announced proposed acquisition of Allergan (the “Acquisition”).

As of 5:00 p.m., New York City time, on November 7, 2019 (the “Early Participation Date”), the principal amounts of Allergan Notes set forth in the table below were validly tendered and not validly withdrawn (and consents thereby validly given and not validly revoked). For each \$1,000 principal amount of Allergan USD Notes (as defined below) or €1,000 principal amount of Allergan Euro Notes (as defined below) validly tendered and not validly withdrawn at or prior to the Early Participation Date, eligible holders will be eligible to receive an early participation payment of \$1.00 or €1.00, as applicable, in cash (the “Early Participation Payment”). The Early Participation Payment will be paid on the settlement date for the Exchange Offers to the noteholder of record on the Early Participation Date, even if such noteholder is no longer the noteholder of record of such Allergan Notes on the settlement date. In addition, for each \$1,000 principal amount of Allergan USD Notes or €1,000 principal amount of Allergan Euro Notes validly tendered and not validly withdrawn prior to the Expiration Date, eligible holders will be eligible to receive \$1,000 principal amount of the AbbVie USD Notes of the applicable series or €1,000 principal amount of the AbbVie Euro Notes of the applicable series, as applicable (the “Exchange Consideration”). The total consideration consists of (a) the Exchange Consideration plus (b) the Early Participation Payment (collectively, the “Total Consideration”).

After the Early Participation Date, tendered Allergan Notes may be withdrawn. However, to be eligible to receive the Exchange Consideration component of the Total Consideration, such withdrawn Allergan Notes must be validly re-tendered and not validly withdrawn at or prior to the Expiration Date. A valid withdrawal of the tendered Allergan Notes will not be deemed a revocation of the related consents and such consents will continue to be deemed delivered.

Title of Series of Notes	CUSIP / ISIN No.	Issuer	Principal Amount Outstanding	Allergan Notes Tendered at Early Participation Date	
				Principal Amount	Percentage
3.375% Senior Notes due 2020	018490AN2	Allergan, Inc.	\$ 650,000,000	\$ 340,664,000	52.41%
4.875% Senior Notes due 2021	345838AE6 (144A) / U3455QAC7 (Reg S)	Allergan Sales, LLC	\$ 450,000,000	\$ 423,873,000	94.19%
5.000% Senior Notes due 2021	345838AA4 (144A) / U3455QAA1 (Reg S)	Allergan Sales, LLC	\$ 1,200,000,000	\$ 1,170,950,000	97.58%
3.450% Senior Notes due 2022	00507UAR2	Allergan Funding SCS	\$ 2,878,224,000	\$ 2,582,487,000	89.73%
3.250% Senior Notes due 2022	942683AF0	Allergan Finance, LLC	\$ 1,700,000,000	\$ 1,421,794,000	83.63%
2.800% Senior Notes due 2023	018490AQ5	Allergan, Inc.	\$ 350,000,000	\$ 241,431,000	68.98%
3.850% Senior Notes due 2024	00507UAF8	Allergan Funding SCS	\$ 1,036,740,000	\$ 939,589,000	90.63%
3.800% Senior Notes due 2025	00507UAS0	Allergan Funding SCS	\$ 3,020,692,000	\$ 2,838,138,000	93.96%
4.550% Senior Notes due 2035	00507UAT8	Allergan Funding SCS	\$ 1,789,000,000	\$ 1,657,669,000	92.66%
4.625% Senior Notes due 2042	942683AH6	Allergan Finance, LLC	\$ 456,710,000	\$ 385,538,000	84.42%
4.850% Senior Notes due 2044	00507UAH4	Allergan Funding SCS	\$ 1,079,360,000	\$ 991,322,000	91.84%
4.750% Senior Notes due 2045	00507UAU5	Allergan Funding SCS	\$ 880,956,000	\$ 821,647,000	93.27%
Floating Rate Notes due 2020	XS1909193077	Allergan Funding SCS	€ 700,000,000	€ 527,283,000	75.33%
0.500% Senior Notes due 2021	XS1622630132	Allergan Funding SCS	€ 750,000,000	€ 632,032,000	84.27%
1.500% Senior Notes due 2023	XS1909193150	Allergan Funding SCS	€ 500,000,000	€ 454,156,000	90.83%
1.250% Senior Notes due 2024	XS1622624242	Allergan Funding SCS	€ 700,000,000	€ 588,537,000	84.08%
2.625% Senior Notes due 2028	XS1909193317	Allergan Funding SCS	€ 500,000,000	€ 434,730,000	86.95%
2.125% Senior Notes due 2029	XS1622621222	Allergan Funding SCS	€ 550,000,000	€ 452,463,000	82.27%

The Exchange Offers and Consent Solicitations are being made pursuant to the terms and subject to the conditions set forth in the confidential offering memorandum and consent solicitation statement, dated October 25, 2019, and the related letter of transmittal (collectively, the “Offering Documents”), and are conditioned upon the closing of the Acquisition, which condition may not be waived by AbbVie, and certain other conditions that may be waived by AbbVie.

Each Exchange Offer will expire at 11:59 p.m., New York City time, on November 22, 2019 (as the same may be extended, the “Expiration Date”), unless terminated. Each Consent Solicitation expired at the Early Participation Date. The settlement date for the Exchange Offers is expected to occur promptly after the Expiration Date and the Expiration Date of each of the Exchange Offers is expected to be extended to occur on or about the closing date of the Acquisition, which is expected to occur in early 2020. As a result, the Expiration Date may be extended one or more times. AbbVie currently anticipates providing notice of any such extension in advance of the Expiration Date.

In this news release, references to the “Allergan Euro Notes” collectively refer to (i) the Floating Rate Notes due 2020 issued by Allergan Funding, (ii) the 0.500% Senior Notes due 2021 issued by Allergan Funding, (iii) the 1.500% Senior Notes due 2023 issued by Allergan Funding, (iv) the 1.250% Senior Notes due 2024 issued by Allergan Funding, (v) the 2.625% Senior Notes due 2028 issued by Allergan Funding and (vi) the 2.125% Senior Notes due 2029 issued by Allergan Funding. References to the “Allergan USD Notes” collectively refer to (i) the 3.375% Senior Notes due 2020 issued by Allergan Inc, (ii) the 4.875% Senior Notes due 2021 issued by Allergan Sales, (iii) the 5.000% Senior Notes due 2021 issued by Allergan Sales, (iv) the 3.450% Senior Notes due 2022 issued by Allergan Funding, (v) the 3.250% Senior Notes due 2022 issued by Allergan Finance, (vi) the 2.800% Senior Notes due 2023 issued by Allergan Inc, (vii) the 3.850% Senior Notes due 2024 issued by Allergan Funding, (viii) the 3.800% Senior Notes due 2025 issued by Allergan Funding, (ix) the 4.550% Senior Notes due 2035 issued by Allergan Funding, (x) the 4.625% Senior Notes due 2042 issued by Allergan Finance, (xi) the 4.850% Senior Notes due 2044 issued by Allergan Funding and (xii) the 4.750% senior notes due 2045 issued by Allergan Funding. The Allergan USD Notes and the Allergan Euro Notes are referred to herein collectively as the “Allergan Notes.”

Documents relating to the Exchange Offers and Consent Solicitations will only be distributed to eligible holders of Allergan Notes who complete and return an eligibility form confirming that they are either a “qualified institutional buyer” as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or not a “U.S. person” and outside the United States within the meaning of Regulation S under the Securities Act. The complete terms and conditions of the Exchange Offers and Consent Solicitations are described in the Offering Documents, copies of which may be obtained by contacting Global Bondholder Services Corporation, the exchange agent and information agent in connection with the Exchange Offers and Consent Solicitations, at (866) 470-3900 (U.S. toll-free) or (212) 430-3774 (banks and brokers). The eligibility form is available electronically at: <https://gbsc-usa.com/eligibility/abbvie>. Holders of Allergan Notes that are not eligible holders will not be able to receive such documents, but AbbVie will make alternative arrangements available, subject to applicable law. Such holders should contact Global Bondholder Services Corporation to receive information about arrangements available to them.

This news release does not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders or consents with respect to, any security. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation or sale would be unlawful. The Exchange Offers and Consent Solicitations are being made solely pursuant to the Offering Documents and only to such persons and in such jurisdictions as are permitted under applicable law.

The AbbVie Notes offered in the Exchange Offers have not been registered under the Securities Act or any state securities laws. Therefore, the AbbVie Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

Cautionary Statement Regarding Forward-Looking Information

This news release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including forward-looking statements with respect to the Acquisition and/or the combined group’s estimated or anticipated future business, performance and results of operations and financial condition, including estimates, forecasts, targets and plans for AbbVie and, following the Acquisition, if consummated, the combined group, as well as the expected timing of completion of the Exchange Offers. The words “believe,” “expect,” “anticipate,” “project” and similar expressions, among others, generally identify forward-looking statements. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward-looking statements. Such risks and uncertainties include, but are not limited to, the possibility that the Acquisition will not be pursued, failure to obtain necessary regulatory approvals or required financing or to satisfy any of the other conditions to the Acquisition, adverse effects on the market price of AbbVie’s shares of common stock and operating results because of a failure to consummate the Acquisition, failure to realize the expected benefits of the Acquisition, failure to promptly and effectively integrate Allergan plc’s businesses, significant transaction costs and/or unknown or inestimable liabilities, potential litigation associated with the Acquisition and the combined company’s capital structure post-Acquisition and the nature of any debt issued to fund the Acquisition. These forward-looking statements are based on numerous assumptions and assessments made in light of AbbVie’s experience and perception of historical trends, current conditions, business strategies, operating environment, future developments and other factors it believes appropriate. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this news release could cause AbbVie’s plans with respect to Allergan plc or AbbVie’s actual results, performance or achievements, industry results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and persons reading this news release are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this news release. Additional information about economic, competitive, governmental, technological and other factors that may affect AbbVie can be found in AbbVie’s filings with the SEC, including the risk factors discussed in AbbVie’s most recent Annual Report on Form 10-K, as updated by its Quarterly Reports on Form 10-Q and future filings with the SEC.

Any forward-looking statements in this news release are based upon information available to AbbVie as of the date of this news release and, while believed to be true when made, may ultimately prove to be incorrect. Subject to any obligations under applicable law, AbbVie undertakes any obligation to update any forward-looking statement whether as a result of new information, future developments or otherwise, or to conform any forward-looking statement to actual results, future events, or to changes in expectations. All subsequent written and oral forward-looking statements attributable to AbbVie or any person acting on their behalf are expressly qualified in their entirety by this paragraph.

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