

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

ABBVIE INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

32-0375147
(I.R.S. Employer Identification No.)

**1 North Waukegan Road
North Chicago, Illinois 60064
(847) 932-7900**
(Address of Principal Executive Offices)

ABBVIE AMENDED AND RESTATED 2013 INCENTIVE STOCK PROGRAM
(Full Title of the Plan)

Laura J. Schumacher, Esq.
Vice Chairman, External Affairs, and Chief Legal Officer
AbbVie Inc.
1 North Waukegan Road
North Chicago, Illinois 60064
(847) 932-7900

(Name, Address and Telephone Number, including area code, of Agent For Service)

Copies to:
Christopher M. Bartoli
Baker & McKenzie LLP
300 East Randolph Street, Suite 5000
Chicago, IL 60601
(312) 861-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Securities Exchange Act of 1934. Check one:

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act of 1933.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	44,000,000	\$ 116.58	\$ 5,129,520,000	\$ 559,630.63

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement (the “Registration Statement”) shall be deemed to cover any additional shares of common stock, par value \$0.01 per share (“Common Stock”), of AbbVie Inc., a Delaware corporation (the “Registrant”), which may be issued pursuant to the employee benefit plan described herein to prevent dilution from stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, and based upon the average of the high and low prices of the Registrant’s Common Stock as reported on the New York Stock Exchange on May 10, 2021.



PART I

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act. The documents containing the information specified in Part I will be delivered to the participants in the AbbVie Amended and Restated 2013 Incentive Stock Program (the "Plan") as required by Rule 428(b). Such documents are not being filed with the Securities and Exchange Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents and information previously filed by the Registrant, with the Securities and Exchange Commission (the "Commission") are incorporated by reference in this Registration Statement:

- (a) The Registrant's [Annual Report on Form 10-K for the fiscal year ended December 31, 2020 as filed with the Commission on February 19, 2021](#) (including the information in Part III incorporated by reference from the Registrant's [Definitive Proxy Statement on Schedule 14A, filed on March 22, 2021](#));
- (b) [The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021 as filed with the Commission on May 7, 2021](#);
- (c) The Registrant's Current Report on Form 8-K filed with the Commission on [January 6, 2021](#), [March 12, 2021](#) and [May 10, 2021](#); and
- (d) The description of the Registrant's Common Stock contained in the Registrant's [Information Statement, filed as Exhibit 99.1 to the registration statement on Form 10 dated November 30, 2012 \(Commission File No. 001-35565\)](#), as amended by the description of the [Registrant's Common Stock contained in Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2020](#) and as amended by any subsequent amendment or any report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items), but prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Delaware law provides that directors of a corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of their fiduciary duties as directors, except for liability:

- for any breach of their duty of loyalty to the corporation or its stockholders;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- under Section 174 of the Delaware General Corporation Law (the “DGCL”) relating to unlawful payments of dividends or unlawful stock repurchases or redemptions; or
- for any transaction from which the director derived an improper personal benefit.

The limitation of liability does not apply to liabilities arising under the federal or state securities laws and does not affect the availability of equitable remedies, such as injunctive relief or rescission.

The Registrant’s amended and restated certificate of incorporation and by-laws include provisions that indemnify, to the fullest extent allowable under the DGCL, the personal liability of directors or officers for monetary damages for actions taken as a director or officer of the Registrant, or for serving at the Registrant’s request as a director or officer or another position at another corporation or enterprise, as the case may be. The Registrant’s amended and restated certificate of incorporation and by-laws also provide that the Registrant must indemnify and advance reasonable expenses to its directors and officers, subject to its receipt of an undertaking from the indemnified party as may be required under the DGCL. The Registrant’s amended and restated by-laws expressly authorize the Registrant to carry directors’ and officers’ insurance to protect the Registrant, its directors, officers and certain employees from some liabilities.

The foregoing is only a general summary of certain aspects of Delaware law and the Registrant’s amended and restated certificate of incorporation and by-laws dealing with indemnification of directors and officers and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of those sections of the DGCL referenced above and the amended and restated certificate of incorporation and by-laws of the Registrant.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Numbers	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed on January 2, 2013).
4.2	Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed on October 22, 2019).
4.3	AbbVie Amended and Restated 2013 Incentive Stock Program (incorporated by reference to Appendix C to the Registrant’s Definitive Proxy Statement on Schedule 14A dated March 22, 2021).
5.1*	Opinion of Baker & McKenzie LLP
23.1*	Consent of Ernst & Young LLP
23.2*	Consent of Baker & McKenzie LLP (contained in Exhibit 5.1)
24.1	Power of Attorney (included on signature page of this Registration Statement)

*Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in North Chicago, Illinois, on May 12, 2021.

ABBVIE INC.

By: /s/ Richard A. Gonzalez

Richard A. Gonzalez

Chairman of the Board and Chief Executive Officer

Each person whose signature appears below constitutes and appoints, jointly and severally, Richard A. Gonzalez, Laura J. Schumacher, Esq. and Robert A. Michael his or her attorneys-in-fact, each with the power of substitution, for her or him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 12, 2021.

Signature	Title
<u>/s/ Richard A. Gonzalez</u> Richard A. Gonzalez	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Robert A. Michael</u> Robert A. Michael	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
<u>/s/ Brian L. Durkin</u> Brian L. Durkin	Vice President, Controller (Principal Accounting Officer)
<u>/s/ Robert J. Alpern, M.D.</u> Robert J. Alpern, M.D.	Director
<u>/s/ Roxanne S. Austin</u> Roxanne S. Austin	Director
<u>/s/ William H.L. Burnside</u> William H.L. Burnside	Director

/s/ Thomas C. Freyman
Thomas C. Freyman

Director

/s/ Brett J. Hart
Brett J. Hart

Director

/s/ Edward M. Liddy
Edward M. Liddy

Director

/s/ Melody B. Meyer
Melody B. Meyer

Director

/s/ Edward J. Rapp
Edward J. Rapp

Director

/s/ Rebecca B. Roberts
Rebecca B. Roberts

Director

/s/ Glenn F. Tilton
Glenn F. Tilton

Director

/s/ Frederick H. Waddell
Frederick H. Waddell

Director

**Baker & McKenzieLLP**

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* Associated Firm

** In cooperation with Trench, Rossi e Watanabe Advogados

May 12, 2021

AbbVie Inc.
1 North Waukegan Road
North Chicago, Illinois 60064

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to AbbVie Inc., a Delaware corporation (the "Company"), in connection with its filing with the Securities and Exchange Commission (the "SEC") of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the proposed issuance of up to 44,000,000 shares of the Company's common stock, par value of \$0.01 per share (the "Shares"), pursuant to the AbbVie Amended and Restated 2013 Incentive Stock Program (the "Plan").

We have reviewed a copy of the Plan, and we have examined the originals, or photostatic or certified copies, of such records of the Company, of certificates of officers of the Company and of public documents, and such other documents as we have deemed relevant and necessary as the basis of the opinion set forth below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic or certified copies and the authenticity of the originals of such copies.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized, and when issued and sold in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

This opinion letter is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated. We hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder or Item 509 of Regulation S-K.



Very truly yours,

/s/ Baker & McKenzie LLP
BAKER & MCKENZIE LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the AbbVie Amended and Restated 2013 Incentive Stock Program of our reports dated February 19, 2021, with respect to the consolidated financial statements of AbbVie Inc. and subsidiaries and the effectiveness of internal control over financial reporting of AbbVie Inc. and subsidiaries included in AbbVie Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, IL
May 7, 2021
