

**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 6, 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 7.01. Regulation FD Disclosure.

In connection with the proposed Offering described in Item 8.01 below, AbbVie Inc. (“AbbVie”) is disclosing the section captioned “Sources and Uses of Funds and Pro Forma Debt” excerpted from the confidential offering memorandum, dated November 6, 2019, relating to the Offering, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Further, the information set forth in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 7.01.

As provided in General Instruction B.2 of Form 8-K, the information in this Item 7.01 and Exhibit 99.1 incorporated herein shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. Additionally, the submission of the information set forth in this Item 7.01 is not deemed an admission as to the materiality of any information in this Current Report on Form 8-K that is required to be disclosed solely by Regulation FD.

Item 8.01 Other Events.

On November 6, 2019, AbbVie issued a press release announcing that it had launched a private offering of senior unsecured notes (the “Offering”).

The Offering is being conducted in connection with AbbVie’s previously announced acquisition (the “Acquisition”) of Allergan plc (“Allergan”). AbbVie expects to use the net proceeds from the Offering to fund a portion of the aggregate cash consideration due to Allergan shareholders in connection with the Acquisition and to pay related fees and expenses, with any remaining net proceeds being used for general corporate purposes. Consummation of the Offering is subject to market and other conditions.

A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein in its entirety.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
99.1	Certain supplemental information regarding the Offering excerpted from AbbVie Inc.’s confidential offering memorandum, dated November 6, 2019.
99.2	Press release of AbbVie Inc., dated November 6, 2019.
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 6, 2019

By: /s/ Robert A. Michael

Robert A. Michael

Executive Vice President, Chief Financial Officer

SOURCES AND USES OF FUNDS AND PRO FORMA DEBT

The table below sets forth the estimated sources and uses of funds in connection with certain transactions in connection with the Acquisition, assuming they occurred on September 30, 2019, and based on estimated amounts outstanding on that date. The actual amounts are subject to adjustments and may differ from the estimated amounts shown below depending on several factors, including, among others, the share price of our common stock, the number of Allergan ordinary shares and Allergan equity awards outstanding on the closing date of the Acquisition, accrued interest on our indebtedness subsequent to September 30, 2019, changes made to the sources of the contemplated financings and differences from our estimated fees and expenses. You should read the following together with the information included under the captions “Summary—The Acquisition,” “Capitalization” and “Description of Other Indebtedness” included elsewhere in this offering memorandum and financial information incorporated by reference into this offering memorandum.

Sources	Amount	Uses	Amount
(Amounts in billions)			
AbbVie cash	\$ 7	Acquisition consideration ⁽³⁾	\$ 63
New debt ⁽¹⁾	33	Allergan debt ⁽²⁾	23
Allergan debt ⁽²⁾	23	Estimated fees and expenses ⁽⁴⁾	1
New AbbVie equity ⁽³⁾	23		
Total sources	\$ 86	Total uses	\$ 86

- (1) Includes proceeds from expected borrowings under the Acquisition Term Loan and the estimated proceeds from this offering (without giving effect to the initial purchasers’ discounts and estimated offering expenses and fees).
- (2) \$19.5 billion of the Allergan debt is the subject of the Exchange Offers (based on exchange rates in effect as of September 30, 2019). See “Summary—The Exchange Offers and Consent Solicitations.” Allergan debt also includes \$500.0 million aggregate principal amount outstanding of Allergan’s Floating Rate Notes and \$2,526.0 million aggregate principal amount outstanding of Allergan’s 3.000% Senior Notes, in each case due March 12, 2020.
- (3) Calculated based on (i) the assumption that each Allergan ordinary share will be exchanged for \$120.30 of cash and 0.8660 of a newly issued share of AbbVie common stock; (ii) the number of outstanding Allergan ordinary shares as of November 1, 2019, of which there were 328.3 million shares; (iii) the assumption that each Allergan equity award is substituted for a corresponding AbbVie equity award as determined in accordance with the Transaction Agreement; and (iv) the closing stock price of the Company’s shares of common stock as of June 24, 2019, which was \$78.45 per share. If the payment of the Acquisition consideration would result in the issuance of AbbVie shares of common stock in excess of 19.99% of the aggregate shares of AbbVie common stock outstanding immediately prior to the completion of the Acquisition (as reasonably determined by AbbVie), the exchange ratio of 0.8660 will be reduced in accordance with the terms of the Transaction Agreement.
- (4) Represents estimated fees and expenses associated with the Acquisition, including financing fees, advisor and professional fees, transaction fees and other transaction costs.

The following table sets forth certain metrics relating to our capitalization as of September 30, 2019 on a pro forma as adjusted basis to give effect to this offering and the Acquisition and the related transactions as if they had occurred on such date. You should read the data set forth in the table below in conjunction with “Use of Proceeds” and our consolidated financial statements and related notes and the unaudited pro forma condensed combined financial statements incorporated by reference in this offering memorandum. The pro forma as adjusted information set forth below may not reflect our cash, debt and capitalization in the future.

	As of September 30, 2019
	(Amounts in billions)
Other Financial Data:	
AbbVie and Allergan debt ⁽¹⁾⁽²⁾	\$ 92
New debt ⁽³⁾	\$ 33
Total debt	\$ 92

- (1) Excludes €1,400 million aggregate principal amount of AbbVie’s 0.375% Senior Notes due 2019 that were redeemed on October 18, 2019.
- (2) \$19.5 billion of the Allergan debt is the subject of the Exchange Offers (based on exchange rates in effect as of September 30, 2019). See “Summary—The Exchange Offers and Consent Solicitations.” Allergan debt also includes \$500.0 million aggregate principal amount outstanding of Allergan’s Floating Rate Notes and \$2,526.0 million aggregate principal amount outstanding of Allergan’s 3.000% Senior Notes, in each case due March 12, 2020.
- (3) Includes proceeds from expected borrowings under the Acquisition Term Loan and the estimated proceeds from this offering (without giving effect to the initial purchasers’ discounts and estimated offering expenses and fees).



AbbVie Announces Launch of Private Offering of Senior Unsecured Notes

NORTH CHICAGO, ILL., Nov. 6, 2019 – AbbVie Inc. (NYSE:ABBV) (“AbbVie”) announced today that it has launched a private offering (the “Offering”) of senior unsecured notes (the “Notes”).

The Offering is being conducted in connection with AbbVie’s previously announced acquisition (the “Acquisition”) of Allergan plc (“Allergan”). AbbVie expects to use the net proceeds from the Offering to fund a portion of the aggregate cash consideration due to Allergan shareholders in connection with the Acquisition and to pay related fees and expenses, with any remaining net proceeds being used for general corporate purposes. Consummation of the Offering is subject to market and other conditions.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), any state securities laws or the securities laws of any other jurisdiction, and may not be offered or sold in the United States, or for the benefit of U.S. persons, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities or blue sky laws. Accordingly, the Notes are being offered in the United States only to persons reasonably believed to be “qualified institutional buyers,” as that term is defined under Rule 144A of the Securities Act, or outside the United States to non-“U.S. persons” in accordance with Regulation S under the Securities Act.

A confidential offering memorandum for the Offering of the Notes, dated as of today, is being made available to such eligible persons. The Offering is being conducted in accordance with the terms and subject to the conditions set forth in such confidential offering memorandum.

This news release does not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, the Notes or any other security. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation or sale would be unlawful.

About AbbVie

AbbVie is a global, research-driven biopharmaceutical company committed to developing innovative advanced therapies for some of the world’s most complex and critical conditions. The company’s mission is to use its expertise, dedicated people and unique approach to innovation to markedly improve treatments across four primary therapeutic areas: immunology, oncology, virology and neuroscience. In more than 75 countries, AbbVie employees are working every day to advance health solutions for people around the world. For more information about AbbVie, please visit us at www.abbvie.com. Follow @abbvie on Twitter, Facebook or LinkedIn.

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 consummation of the Offering and the use of proceeds therefrom. 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’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 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 no 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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