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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE TO**  
(Amendment No. 1)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

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**AbbVie Inc.**

(Name of Subject Company (Issuer))

**AbbVie Inc.**

(Names of filing Persons (Offeror and Issuer))

**Common Stock, Par Value \$0.01 per share**  
(Title of Class of Securities)

**00287Y109**

(CUSIP Number of Class of Securities)  
(Underlying Common Stock)

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**Laura J. Schumacher, Esq.**

**Executive Vice President, External Affairs, General Counsel and Corporate Secretary**

**AbbVie Inc.**

**1 North Waukegan Road**

**North Chicago, Illinois 60064-6400**

**(847) 932-7900**

(Name, address and telephone number of person authorized to receive  
notices and communications on behalf of filing person)

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**Copies to:**

**David K. Lam, Esq.**

**Wachtell, Lipton, Rosen & Katz**

**51 West 52<sup>nd</sup> Street**

**New York, NY 10019**

**(212) 403-2000**

**CALCULATION OF FILING FEE**

<b>TRANSACTION VALUATION</b>	<b>AMOUNT OF FILING FEE</b>
\$7,500,000,000*	\$933,750**

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\* Estimated for purposes of calculating the Filing Fee only. This amount is based on the offer to purchase for not more than \$7,500,000,000 in aggregate of up to 75,757,575 shares of Common Stock, par value \$0.01 per share, at the minimum tender offer price of \$99.00 per share.

\*\* The Filing Fee is calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$124.50 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$11,252,203.98

Form or Registration No.:  
Filing Party:  
Date Filed:

Registration Statement on Form S-4  
AbbVie Private Limited, a wholly owned subsidiary of AbbVie Inc.  
August 21, 2014

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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## SCHEDULE TO

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") originally filed with the United States Securities and Exchange Commission by AbbVie Inc. on May 1, 2018, in connection with AbbVie Inc.'s offer to purchase up to \$7,500,000,000 in value of shares of its common stock, \$0.01 par value per share, at a price not greater than \$114.00 per share nor less than \$99.00 per share, to the seller in cash, less any applicable withholding taxes and without interest.

Only those items amended or supplemented are reported in this Amendment No. 1. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 1 together with the Schedule TO, the Offer to Purchase dated May 1, 2018 and the related Letter of Transmittal.

### Item 12. Exhibits.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
(a)(1)(i)*	Offer to Purchase, dated May 1, 2018.
(a)(1)(ii)*	Form of Letter of Transmittal.
(a)(1)(iii)*	Notice of Guaranteed Delivery.
(a)(1)(iv)*	Letter to brokers, dealers, commercial banks, trust companies and other nominees, dated May 1, 2018.
(a)(1)(v)*	Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees, dated May 1, 2018.
(a)(1)(vi)*	Summary Advertisement, dated May 1, 2018.
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)*	Press release, dated April 26, 2018 (incorporated by reference to Exhibit 99.1 of AbbVie's Current Report on Form 8-K filed on April 26, 2018).
(a)(5)(ii)*	Earnings call transcript, dated April 26, 2018 (incorporated by reference to Exhibit 99.1 of AbbVie's Schedule TO-C filed on April 26, 2018).
(a)(5)(iii)*	Press release announcing the Tender Offer, dated May 1, 2018.
(a)(5)(iv)**	Employee Communication, dated May 1, 2018.
(a)(5)(v)**	Notice to Directors and Executive Officers of AbbVie Inc. regarding the Potential Complete Blackout in Transactions Involving Equity Securities of AbbVie Inc., dated May 1, 2018.
(b)(i)	Not applicable.
(d)(i)	Form of Agreement Regarding Change in Control by and between AbbVie Inc. and its named executive officers (incorporated by reference to Exhibit 10.13 of Amendment No. 5 to the Company's Registration Statement on Form 10 filed on November 16, 2012).
(d)(ii)	AbbVie 2013 Incentive Stock Program (incorporated by reference to Exhibit A to the AbbVie Inc. Definitive Proxy Statement on Schedule 14A dated March 15, 2013).
(d)(iii)	AbbVie Performance Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.4 of the company's Annual Report on Form 10-K filed on February 19, 2016).

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- | EXHIBIT<br>NUMBER | DESCRIPTION  |
|-------------------|--|
| (d)(iv)           | AbbVie Non-Employee Directors' Fee Plan, as amended and restated (incorporated by reference to Exhibit 10.6 of the company's Annual Report on Form 10-K filed on February 19, 2016).                                     |
| (d)(v)            | Form of AbbVie Inc. Non-Employee Director Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.3 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013). |
| (d)(vi)           | Form of AbbVie Inc. Performance Restricted Stock Agreement (CEO/Chairman) (incorporated by reference to Exhibit 10.4 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).      |
| (d)(vii)          | Form of AbbVie Inc. Performance Restricted Stock Agreement (Annual) (incorporated by reference to Exhibit 10.5 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).            |
| (d)(viii)         | Form of AbbVie Inc. Performance Restricted Stock Agreement (Interim) (incorporated by reference to Exhibit 10.6 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).           |
| (d)(ix)           | Form of AbbVie Inc. Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.7 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).                       |
| (d)(x)            | Form of AbbVie Inc. Non-Employee Director Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.1 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).      |
| (d)(xi)           | Form of AbbVie Inc. Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.2 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).                       |
| (d)(xii)          | Form of AbbVie Inc. Retention Restricted Stock Unit Agreement—Cliff Vesting (incorporated by reference to Exhibit 10.3 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).    |
| (d)(xiii)         | Form of AbbVie Inc. Retention Restricted Stock Unit Agreement—Ratable Vesting (incorporated by reference to Exhibit 10.4 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).  |
| (d)(xiv)          | Form of AbbVie Inc. Retention Restricted Stock Agreement—Cliff Vesting (incorporated by reference to Exhibit 10.5 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).         |
| (d)(xv)           | Form of AbbVie Inc. Retention Restricted Stock Agreement—Ratable Vesting (incorporated by reference to Exhibit 10.6 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).       |
| (d)(xvi)          | Form of AbbVie Inc. Performance Share Award Agreement (incorporated by reference to Exhibit 10.7 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).                          |
| (d)(xvii)         | Form of AbbVie Inc. Performance-Vested Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.8 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).         |

EXHIBIT NUMBER	DESCRIPTION
(d)(xviii)	Form of AbbVie Inc. Non-Employee Director Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.1 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017).
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(d)(xxi)	Form of AbbVie Inc. Performance-Vested Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.4 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017).
(d)(xxii)	Form of AbbVie Inc. Performance Share Award Agreement (incorporated by reference to Exhibit 10.25 of the company's Annual Report on Form 10-K filed on February 16, 2018).
(d)(xxiii)	AbbVie Non-Employee Directors' Fee Plan, as amended and restated (incorporated by reference to Exhibit 10.26 of the company's Annual Report on Form 10-K filed on February 16, 2018).
(d)(xxiv)	Stemcentrx 2011 Equity Incentive Plan (incorporated by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-8 filed on June 16, 2016).
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed

\*\* Filed herewith

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 1, 2018

**ABBVIE INC.**

By: /s/ WILLIAM J. CHASE

\_\_\_\_\_  
Name: William J. Chase

Title: *Executive Vice President, Chief Financial Officer*

## Exhibit Index

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(g)	Not applicable.
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\* Previously filed

\*\* Filed herewith

QuickLinks

[SCHEDULE TO](#)

[Item 12. Exhibits.](#)

[Item 13. Information Required by Schedule 13E-3.](#)

[SIGNATURE](#)

[Exhibit Index](#)

To be posted on AbbVie intranet on May 1, 2018

May 1, 2018

### Information on our planned tender offer

Today, we announced the launch of our modified Dutch auction tender offer to repurchase \$7.5 billion of our shares. The tender offer forms a part of AbbVie's \$10 billion stock repurchase program, which was announced on February 15, 2018.

A tender offer is a way for a company to buy back shares of stock that it had previously issued. A modified Dutch auction is one form of tender offer and has four basic steps:

- 1) AbbVie has set the tender offer range at \$99.00 to \$114.00.
- 2) Stockholders may tender their shares by following the instructions contained in the Offer to Purchase, which was filed with the U.S. Securities and Exchange Commission today. Employee stockholders holding shares in certain benefits plans will receive special instructions.
- 3) To tender shares, a stockholder chooses a price within the specified range at which they are willing to sell some or all of their shares. Or, stockholders may choose to sell shares without choosing a price. If a stockholder does not specify a price, the stockholder is agreeing to sell at the final single purchase price within the range, which will increase the likelihood that those shares are repurchased.
- 4) AbbVie determines the purchase price, which will be the lowest price within the previously set range at which we can purchase up to \$7.5 billion of stock.

The tender offer is scheduled to expire on May 29, 2018, unless extended or terminated by the company. If you own AbbVie shares, you will receive additional communication and instructions on the tender offer.

### Forward-Looking Statements

Some statements in this news release are, or may be considered, forward-looking statements within the meaning of applicable federal securities law. The words "believe," "expect," "will," "anticipate," "project" and similar expressions, among others, generally identify forward-looking statements. AbbVie cautions that 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 ability to commence and complete the intended tender offer, including the amount of such tender offer, challenges to intellectual property, competition from other products, difficulties inherent in the research and development process, adverse litigation or government action, and changes to laws and regulations applicable to our industry. Additional information about the economic,

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competitive, governmental, technological and other factors that may affect AbbVie's operations is set forth in Item 1A, "Risk Factors," of AbbVie's 2017 Annual Report on Form 10-K, which has been filed with the SEC. AbbVie undertakes no obligation to release publicly any revisions to forward-looking statements as a result of subsequent events or developments, except as required by law.

### ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication is for informational purposes only, is not a recommendation to buy or sell shares of AbbVie common stock, and does not constitute an offer to buy or the solicitation to sell shares of AbbVie common stock. The tender offer described in this communication has not yet commenced, and there can be no assurances that AbbVie will commence the tender offer on the terms described in this communication or at all. The tender offer will be made only pursuant to the Offer to Purchase, the related Letter of Transmittal and other related materials that AbbVie expects to file with the Securities and Exchange Commission ("SEC") upon commencement of the tender offer. **STOCKHOLDERS ARE URGED TO CAREFULLY READ THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE TENDER OFFER, THAT STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.** If and when the tender offer is commenced, stockholders will be able to obtain a free copy of the tender offer materials (including the Offer to Purchase, the related Letter of Transmittal and other documents) that AbbVie will be filing with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). Additional copies of these materials may be obtained for free by contacting AbbVie at 1 North Waukegan Road, North Chicago, IL 60064, Attn: Investor Relations.

In addition to the Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, AbbVie files annual, quarterly and current reports and other information with the SEC. You may read and copy any reports or other information filed by AbbVie at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. AbbVie's filings with the SEC are also available at the SEC's website at [www.sec.gov](http://www.sec.gov).

**NOTICE TO DIRECTORS AND EXECUTIVE OFFICERS OF ABBVIE INC. REGARDING THE POTENTIAL COMPLETE BLACKOUT IN TRANSACTIONS INVOLVING EQUITY SECURITIES OF ABBVIE INC.**

*This notice is required by law and is to formally notify you of a possible complete blackout. Please note that the possible blackout referenced in this notice is in addition to any other blackout period to which you are otherwise subject, including the restrictions on trading activity under the AbbVie Insider Trading in Securities policy and any other relevant restrictions under tender offer rules.*

**Restrictions on Trading AbbVie Inc. Equity Securities**

As you know, on May 1, 2018, AbbVie Inc. (the “Company”) launched a tender offer (the “Offer”) to purchase from its stockholders up to \$7,500,000,000 in value of shares of the Company’s common stock, \$0.01 par value per share (the “Shares”), at a price not greater than \$114 nor less than \$99. In connection with the Offer, eligible participants in the AbbVie Savings Plan and the AbbVie Puerto Rico Savings Plan (the “Plans”) who choose to participate in the Offer will not be able to effect certain transactions with respect to their plan’s Company stock fund, including obtaining loans or other withdrawals and transferring funds into or out of the Company stock fund (other than regular payroll contributions) (the “Participant Restrictions”). If the Participant Restrictions apply to 50% or more of the participants in the Plans for a period of more than three consecutive business days, a blackout period would arise under Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR. During any blackout period, directors and executive officers of the Company would be prohibited from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company acquired in connection with their employment as an executive officer or service as a director of the Company (or any successor or subsidiary corporation).

**Blackout Period**

If the conditions requiring a blackout occur, we will promptly notify you. We estimate that the complete blackout could begin as soon as 4 p.m., New York City Time on May 23, 2018 and could extend through June 13, 2018. We will provide you with updated information once we have determined whether the conditions requiring a blackout have occurred.

**Trading Restrictions**

If a blackout occurs, during the blackout period you would be prohibited from directly or indirectly purchasing, selling or otherwise acquiring or transferring Shares and derivative securities, such as stock options and restricted stock units, that you acquired in connection with your service as a director or your employment as an executive officer of the Company (or any successor or subsidiary corporation), subject to certain exceptions. In this regard, any Share or Company derivative security that you sell or otherwise transfer is automatically treated as acquired in connection with your service as a director or an executive officer unless you establish that the security was acquired from another source in accordance with rules

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established by the Securities and Exchange Commission. If you engage in a transaction in violation of these rules, you may be required to disgorge any profits from the transaction and there may be civil and criminal penalties. Please note that these trading prohibitions also apply to Shares and Company derivative securities held by immediate family members living with you, or held in trust, or by controlled partnerships or corporations. As noted above, the possible blackout described in this required notice is in addition to the restrictions on trading activity under the AbbVie Insider Trading in Securities policy and any other relevant restrictions under tender offer rules.

**Questions**

Inquiries concerning the potential blackout period, including the beginning and ending dates of the trading restrictions, may be directed without charge to:

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

*Attention:* Kathleen Scheidt, Head Counsel, Executive Compensation & Employee Benefits

Telephone number: (847) 938-8188

May 1, 2018