

**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): **May 5, 2020**

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.

FTC Approval

On May 5, 2020, the Federal Trade Commission (“FTC”) accepted a proposed consent order that allows AbbVie Inc.’s (“AbbVie”) pending acquisition (the “Acquisition”) of Allergan plc to proceed, subject to certain conditions.

As a result of the FTC’s acceptance of the consent order, all regulatory approvals required for the consummation of the Acquisition have been obtained.

On May 5, 2020, AbbVie issued a press release announcing that all required regulatory approvals necessary to complete the Acquisition have been obtained. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein in its entirety.

Other

Additionally, AbbVie and Allergan have amended their Transaction Agreement to provide that only one Allergan Director will join the AbbVie board following close. Allergan’s current Chairman and CEO Brent Saunders has elected not to join the AbbVie Board to provide more flexibility to pursue other opportunities in the sector.

Extension of Exchange Offers

On May 5, 2020, AbbVie issued a press release (the “Extension Press Release”) announcing that it has extended the expiration date 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 amendments (the “Amendments”) to eliminate substantially all of the covenants, restrictive provisions, events of default and any guarantees of the related Allergan Notes in each of the indentures governing the Allergan Notes.

AbbVie extended such expiration date from 5:00 p.m., New York City time, on May 8, 2020 to 5:00 p.m., New York City time, on May 12, 2020 (the “Expiration Date”). AbbVie currently expects that there will be no further extensions of the Expiration Date.

The Exchange Offers and Consent Solicitations were commenced in connection with 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, each as amended by the press releases dated November 18, 2019, December 20, 2019, January 27, 2020, February 24, 2020, March 9, 2020, March 23, 2020, April 6, 2020, April 20, 2020, April 27, 2020 and the attached Extension Press Release. The Exchange Offers and Consent Solicitations are conditioned upon the consummation of the Acquisition, which condition may not be waived by AbbVie, and certain other conditions that may be waived by AbbVie.

The settlement date of the Exchange Offers and Consent Solicitations is expected to occur on May 14, 2020.

Supplemental indentures effecting the Amendments were executed on November 7, 2019. Such supplemental indentures will become operative only upon settlement of the Exchange Offers.

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 Extension Press Release issued by AbbVie is attached as Exhibit 99.2 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 May 5, 2020 (Acquisition).</u>
<u>99.2</u>	<u>Press Release dated May 5, 2020 (Exchange Offers).</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: May 5, 2020

By: /s/ Robert A. Michael

Robert A. Michael

Executive Vice President, Chief Financial Officer

**PRESS RELEASE****AbbVie and Allergan Receive Clearance from U.S. Federal Trade Commission for AbbVie's Acquisition of Allergan**

NORTH CHICAGO, Ill. and **DUBLIN**, May 5, 2020 – AbbVie (NYSE: ABBV), a research-based global biopharmaceutical company, and Allergan plc (NYSE: AGN), a leading global pharmaceutical company, today announced that the U.S. Federal Trade Commission (FTC) has accepted the proposed consent order in connection with AbbVie's pending acquisition of Allergan. The acceptance by the FTC satisfies all required antitrust clearances needed to be obtained for the acquisition of Allergan by AbbVie.

As part of the proposed consent, Allergan has agreed to divest brazikumab, an investigational IL-23 inhibitor in development for autoimmune diseases, to AstraZeneca and Zenpep, a treatment for exocrine pancreatic insufficiency due to cystic fibrosis and other conditions, to Nestle. Nestle also will be acquiring Viokace, another pancreatic enzyme preparation, as part of the same transaction.

Additionally, AbbVie and Allergan have amended their Transaction Agreement to provide that only one Allergan Director will join the AbbVie board following close. Allergan's current Chairman and CEO Brent Saunders has elected not to join the AbbVie Board to provide more flexibility to pursue other opportunities in the sector.

The closing of the acquisition remains subject to other customary closing conditions set forth in the transaction agreement and Irish High Court approval. A hearing is scheduled for May 6, 2020.

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 or view careers on our Facebook or LinkedIn page.



About Allergan plc

Allergan plc (NYSE: AGN), headquartered in Dublin, Ireland, is a global pharmaceutical leader focused on developing, manufacturing and commercializing branded pharmaceutical, device, biologic, surgical and regenerative medicine products for patients around the world. Allergan markets a portfolio of leading brands and best-in-class products primarily focused on four key therapeutic areas including medical aesthetics, eye care, central nervous system and gastroenterology. As part of its approach to delivering innovation for better patient care, Allergan has built one of the broadest pharmaceutical and device research and development pipelines in the industry.

With colleagues and commercial operations located in approximately 100 countries, Allergan is committed to working with physicians, healthcare providers, and patients to deliver innovative and meaningful treatments that help people around the world live longer, healthier lives every day.

For more information, visit Allergan's website at www.Allergan.com.

About Zenpep

ZENPEP® (pancrelipase) is a prescription medication for people who cannot digest food normally because their pancreas does not make enough enzymes. ZENPEP may help your body use fats, proteins, and sugars from food. ZENPEP contains a mixture of digestive enzymes (lipases, proteases, and amylases) from pig pancreas. In clinical studies, individuals with exocrine pancreatic insufficiency associated with cystic fibrosis absorbed more fat from foods than those treated with a placebo.

About Brazikumab

Brazikumab is a monoclonal antibody that binds to the IL23 receptor and is in development for Crohn's Disease and Ulcerative Colitis with a companion biomarker. Brazikumab selectively blocks the IL23 immune signal, preventing intestinal inflammation. The Phase IIb/III INTREPID program is underway to assess brazikumab compared to placebo or adalimumab in Crohn's Disease. The Phase II EXPEDITION trial is underway to assess brazikumab compared to placebo or vedolizumab in Ulcerative Colitis.



Forward-Looking Statements

This announcement contains certain forward-looking statements, including with respect to the pending acquisition involving AbbVie and Allergan and AbbVie's, Allergan's 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 completed, the combined group. 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 pending acquisition will not be pursued, failure to satisfy any of the conditions to the pending acquisition, adverse effects on the market price of AbbVie's shares of common stock or Allergan's ordinary shares and on AbbVie's or Allergan's operating results because of a failure to complete the pending acquisition, failure to realize the expected benefits of the pending acquisition, failure to promptly and effectively integrate Allergan's businesses, negative effects relating to the announcement of the pending acquisition or any further announcements relating to the pending acquisition or the consummation of the pending acquisition on the market price of AbbVie's shares of common stock or Allergan's ordinary shares, significant transaction costs and/or unknown or inestimable liabilities, potential litigation associated with the pending acquisition, general economic and business conditions that affect the combined companies following the consummation of the pending acquisition, changes in global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax laws, regulations, rates and policies, future business acquisitions or disposals, competitive developments and the impact of public health outbreaks, epidemics or pandemics, such as COVID-19. These forward-looking statements are based on numerous assumptions and assessments made in light of AbbVie's or, as the case may be, Allergan'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 announcement could cause AbbVie's plans with respect to Allergan or AbbVie's or Allergan'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 announcement are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as of the date of this announcement. Additional information about economic, competitive, governmental, technological and other factors that may affect AbbVie or Allergan is set forth in AbbVie's or Allergan's periodic public filings with the U.S. Securities and Exchange Commission, including, but not limited to, AbbVie's and Allergan's Annual Report on Form 10-K for the year ended December 31, 2019 and, from time to time, AbbVie's and Allergan's other investor communications, in each case, the contents of which are not incorporated by reference into, nor do they form part of, this announcement.



Any forward-looking statements in this announcement are based upon information available to AbbVie, Allergan and/or their respective board of directors, as the case may be, as of the date of this announcement and, while believed to be true when made, may ultimately prove to be incorrect. Subject to any obligations under applicable law, none of AbbVie, Allergan or any member of their respective board of directors 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, Allergan or their respective board of directors or any person acting on behalf any of them are expressly qualified in their entirety by this paragraph.

Statement Required by Irish Takeover Rules

The directors of AbbVie Inc. accept responsibility for the information contained in this announcement other than that relating to Allergan plc and its subsidiaries and/or the directors of Allergan and members of their immediate families, related trusts, and persons connected with them. To the best of their knowledge and belief (having taken all reasonable care to ensure such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The directors of Allergan accept responsibility for the information contained in this announcement relating to Allergan and its subsidiaries and/or the directors of Allergan and members of their immediate families, related trusts, and persons connected with them. To the best of the knowledge and belief of the Allergan directors (who have taken all reasonable care to ensure such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Any holder of 1% or more of any class of relevant securities of Allergan plc or AbbVie Inc. may have disclosure obligations under Rule 8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2013.

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**AbbVie Announces Extension of Expiration Date for Exchange Offers for Allergan Notes and Expects No Further Extensions of Expiration Date**

NORTH CHICAGO, Ill., May 5, 2020 – AbbVie Inc. (NYSE:ABBV) (“AbbVie”) announced today the extension of the expiration date of the 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 the related consent solicitations (each, a “Consent Solicitation” and, collectively, the “Consent Solicitations”) being made by AbbVie on behalf of Allergan to adopt certain amendments to each of the indentures (each, an “Allergan Indenture”) governing the Allergan Notes. AbbVie hereby extends such expiration date from 5:00 p.m., New York City time, on May 8, 2020 to 5:00 p.m., New York City time, on May 12, 2020 (the “Expiration Date”). AbbVie currently expects that there will be no further extensions of the Expiration Date.

On the early participation date of November 7, 2019, requisite consents were received and supplemental indentures were executed eliminating substantially all of the covenants, restrictive provisions, events of default and any guarantees of the related Allergan Notes in each Allergan Indenture. Such supplemental indentures will become operative only upon settlement of the Exchange Offers, which is expected to occur on May 14, 2020.

The Exchange Offers and Consent Solicitations were commenced in connection with AbbVie’s previously announced proposed acquisition of Allergan plc (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, each as amended by the press releases dated November 18, 2019, December 20, 2019, January 27, 2020, February 24, 2020, March 9, 2020, March 23, 2020, April 6, 2020, April 20, 2020 and April 27, 2020 and as amended hereby (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.

Except as described in this press release, all other terms of the Exchange Offers and Consent Solicitations remain unchanged.

As of 5:00 p.m., New York City time, on May 5, 2020, the principal amounts of Allergan Notes set forth in the table below were validly tendered and not validly withdrawn:

Title of Series of Notes	CUSIP / ISIN No.	Issuer	Principal Amount Outstanding	Allergan Notes Tendered as of 5:00 p.m., New York City time, May 5, 2020	
				Principal Amount	Percentage
3.375% Senior Notes due 2020	018490AN2	Allergan, Inc.	\$ 650,000,000	\$ 296,421,000	45.60%
4.875% Senior Notes due 2021	345838AE6 (144A) / U3455QAC7 (Reg S)	Allergan Sales, LLC	\$ 450,000,000	\$ 419,727,000	93.27%
5.000% Senior Notes due 2021	345838AA4 (144A) / U3455QAA1 (Reg S)	Allergan Sales, LLC	\$ 1,200,000,000	\$ 1,048,624,000	87.39%
3.450% Senior Notes due 2022	00507UAR2	Allergan Funding SCS	\$ 2,878,224,000	\$ 2,366,962,000	82.24%
3.250% Senior Notes due 2022	942683AF0	Allergan Finance, LLC	\$ 1,700,000,000	\$ 1,364,125,000	80.24%
2.800% Senior Notes due 2023	018490AQ5	Allergan, Inc.	\$ 350,000,000	\$ 226,427,000	64.69%
3.850% Senior Notes due 2024	00507UAF8	Allergan Funding SCS	\$ 1,036,740,000	\$ 919,374,000	88.68%
3.800% Senior Notes due 2025	00507UAS0	Allergan Funding SCS	\$ 3,020,692,000	\$ 2,670,938,000	88.42%
4.550% Senior Notes due 2035	00507UAT8	Allergan Funding SCS	\$ 1,789,000,000	\$ 1,438,045,000	80.38%
4.625% Senior Notes due 2042	942683AH6	Allergan Finance, LLC	\$ 456,710,000	\$ 373,005,000	81.67%
4.850% Senior Notes due 2044	00507UAH4	Allergan Funding SCS	\$ 1,079,360,000	\$ 815,786,000	75.58%
4.750% Senior Notes due 2045	00507UAU5	Allergan Funding SCS	\$ 880,956,000	\$ 752,373,000	85.40%
Floating Rate Notes due 2020	XS1909193077	Allergan Funding SCS	€ 700,000,000	€ 542,653,000	77.52%
0.500% Senior Notes due 2021	XS1622630132	Allergan Funding SCS	€ 750,000,000	€ 497,221,000	66.30%
1.500% Senior Notes due 2023	XS1909193150	Allergan Funding SCS	€ 500,000,000	€ 406,990,000	81.40%
1.250% Senior Notes due 2024	XS1622624242	Allergan Funding SCS	€ 700,000,000	€ 587,714,000	83.96%
2.625% Senior Notes due 2028	XS1909193317	Allergan Funding SCS	€ 500,000,000	€ 418,977,000	83.80%
2.125% Senior Notes due 2029	XS1622621222	Allergan Funding SCS	€ 550,000,000	€ 506,045,000	92.01%

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. Except as amended by the press releases dated November 18, 2019, December 20, 2019, January 27, 2020, February 24, 2020, March 9, 2020, March 23, 2020, April 6, 2020, April 20, 2020 and April 27, 2020 and as amended hereby, 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>.

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 failure to satisfy any of the 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, the combined company’s capital structure post-Acquisition, the nature of any debt issued to fund the Acquisition and the impact of public health outbreaks, epidemics or pandemics, such as COVID-19. 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 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.

Contacts

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