

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**SCHEDULE TO**

AMENDMENT NO. 10  
(RULE 14D-100)

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

**PHARMACYCLICS, INC.**

(Names of Subject Company)

**OXFORD AMHERST CORPORATION**

(Offeror)

**ABBVIE INC.**

(Parent of Offeror)  
(Names of Filing Persons)

**COMMON STOCK, \$0.0001 PAR VALUE**  
(Title of Class of Securities)

716933106  
(CUSIP Number of Class of Securities)

**Laura J. Schumacher, Esq.**  
**Executive Vice President, Business Development, External Affairs and General Counsel**  
**AbbVie Inc.**

**1 North Waukegan Road**  
**North Chicago, Illinois 60064**  
**(847) 932-7900**

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

with copies to:

**Lara M. Levitan, Esq.**  
**AbbVie Inc.**  
**1 North Waukegan Road**  
**North Chicago, Illinois 60064-6400**  
**(847) 932-7900**

**David C. Karp, Esq.**  
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**51 West 52nd Street**  
**New York, New York 10019**  
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**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
**\$20,737,196,453.92**

**Amount of Filing Fee\*\***  
**\$2,409,662.23\*\*\***

\* Estimated solely for the purpose of calculating the registration fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, based on the product of (i) \$257.93, the average of the high and low sales prices per share of Pharmacyclics common stock on March 19, 2015, as reported by the New York Stock Exchange, and (ii) 80,398,544 (the number of shares of Pharmacyclics common stock estimated to be outstanding at the time the offer and the merger are consummated).

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals 0.00011620 multiplied by the proposed maximum offering price.

\*\*\* Previously paid.

x 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: 987,295.41

Filing Party: AbbVie Inc.

Form or Registration No.: Form S-4 333-202921

Date Filed: March 23, 2015

Amount Previously Paid: 1,422,366.82

Filing Party: AbbVie Private Ltd.

Form or Registration No.: Form S-4 333-198286

Date Filed: August 21, 2014

o 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:

x third-party tender offer subject to Rule 14d-1.

o issuer tender offer subject to Rule 13e-4.

o going-private transaction subject to Rule 13e-3.

o 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: x

This Amendment No. 10 to Schedule TO amends and supplements the Tender Offer Statement on Schedule TO originally filed on March 23, 2015 and subsequently amended by Amendment No. 1 to the Tender Offer Statement on Schedule TO, filed on March 30, 2015, Amendment No. 2 to the Tender Offer Statement on Schedule TO, filed on April 10, 2015, Amendment No. 3 to the Tender Offer Statement on Schedule TO, filed on April 17, 2015,

Amendment No. 4 to the Tender Offer Statement on Schedule TO, filed on May 1, 2015, Amendment No. 5 to the Tender Offer Statement on Schedule TO, filed on May 7, 2015, Amendment No. 6 to the Tender Offer Statement on Schedule TO, filed on May 14, 2015, Amendment No. 7 to the Tender Offer Statement on Schedule TO, filed on May 15, 2015, Amendment No. 8 to the Tender Offer Statement on Schedule TO, filed on May 21, 2015, and Amendment No. 9 to the Tender Offer Statement on Schedule TO, filed on May 22, 2015 (as amended from time to time, the "Schedule TO"), by AbbVie Inc., a Delaware corporation ("AbbVie"), and Oxford Amherst Corporation, a Delaware corporation and a wholly owned subsidiary of AbbVie ("Offeror"), relating to the offer (the "Offer") by Offeror to acquire all of the outstanding shares of common stock, par value \$0.0001 per share, of Pharmacyclics, Inc., a Delaware corporation ("Pharmacyclics"). In the Offer, Offeror is offering to exchange for each outstanding Pharmacyclics share, at the election of the holder thereof: (a) \$152.25 in cash and a number of shares of AbbVie common stock, par value \$0.01 per share, equal to (x) \$109.00 divided by (y) the volume weighted average sale price per share of AbbVie common stock as reported on the New York Stock Exchange for the ten consecutive trading days ending on and including the second trading day prior to the final expiration date of the Offer (as it may be extended in accordance with the Merger Agreement, as defined below), as calculated by Bloomberg Financial LP under the function "ABBV UN Equity AQR" (such price, the "AbbVie Trading Price"), (b) \$261.25 in cash, without interest, or (c) a number of shares of AbbVie common stock equal to (x) \$261.25 divided by (y) the AbbVie Trading Price, subject in each case to the election procedures and, in the case of elections to receive the all-cash or the all-stock consideration, to the proration procedures described in the Prospectus (as defined below) and the related Letter of Election and Transmittal (as defined below).

AbbVie has filed with the Securities and Exchange Commission ("SEC") a Registration Statement on Form S-4, dated March 23, 2015 and amended as of April 10, 2015 and as of April 17, 2015, relating to the Offer (as amended from time to time, the "Registration Statement"). The terms and conditions of the Offer are set forth in the Prospectus/Offer to Exchange, which is a part of the Registration Statement (as amended from time to time, the "Prospectus"), and the related letter of election and transmittal (as it may be amended from time to time, the "Letter of Election and Transmittal"), which are filed as Exhibit (a)(4) and (a)(1)(A), respectively, hereto. Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus and the Letter of Election and Transmittal, including any prospectus supplement or other supplement thereto related to the Offer hereafter filed with the SEC by AbbVie or Offeror, is hereby expressly incorporated into this Schedule TO by reference in response to items 1 through 11 of this Schedule TO and is supplemented by the information specifically provided for in this Schedule TO. The Agreement and Plan of Reorganization, dated as of March 4, 2015, by and among AbbVie, Pharmacyclics and Offeror, as amended by Amendment No. 1 to Agreement and Plan of Reorganization, dated March 22, 2015 (as amended, the "Merger Agreement"), a copy of which is attached as Exhibit (d)(1) to this Schedule TO, is incorporated into this Schedule TO by reference.

All of the information in the Prospectus and the Letter of Election and Transmittal, and any Prospectus supplement or other amendment thereto related to the Offer hereafter filed with the SEC by AbbVie or Offeror, is hereby incorporated by reference in answer to Items 1 through 11 of the Schedule TO.

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### Items 1 through 11.

Items 1 through 9 and 11 are hereby amended and supplemented by adding the following text thereto:

At 5:00 p.m., New York City time, on Friday, May 22, 2015 (the "Expiration"), the Offer expired as scheduled and was not extended. Purchaser was advised by the exchange agent that as of the Expiration, a total of 67,408,824 Pharmacyclics shares were validly tendered into and not properly withdrawn from the Offer, representing approximately 87% of the outstanding Pharmacyclics shares outstanding as of the Expiration. The number of Pharmacyclics shares validly tendered and not withdrawn pursuant to the Offer satisfied the Minimum Tender Condition (as defined in the Prospectus). All conditions to the Offer having been satisfied or waived, Offeror irrevocably accepted for payment, and expects to promptly pay for, all Pharmacyclics shares validly tendered into and not properly withdrawn from the Offer.

Following the consummation of the Offer, AbbVie and Offeror completed the acquisition of Pharmacyclics pursuant to the terms of the Merger Agreement, through the merger of the Offeror with and into Pharmacyclics in accordance with Section 251(h) of the General Corporation Law of the State of Delaware, with Pharmacyclics continuing as the surviving corporation, followed by the merger of the surviving corporation with and into Oxford Amherst LLC (the "Mergers").

Following consummation of the Mergers, Pharmacyclics requested that the NASDAQ Global Market ("NASDAQ") remove the Pharmacyclics shares from listing on NASDAQ and file a Notification of Removal from Listing and/or Registration under Section 12(b) of the Securities Exchange Act of 1934, as amended, and the regulations thereunder (the "Exchange Act"). AbbVie and Offeror intend to take steps to cause the termination of the registration of the Pharmacyclics shares under the Exchange Act and suspend all of Pharmacyclics' reporting obligations under the Exchange Act as promptly as practicable.

On May 26, 2015, AbbVie issued a press release announcing the expiration and results of the Offer and the consummation of the Mergers. The full text of the press release is attached as Exhibit (a)(5)(I) to the Schedule TO and is incorporated herein by reference.

### Item 12

Item 12 is hereby amended by the addition of Exhibit (a)(5)(I) as set forth below:

(a)(5)(I) Press release issued by AbbVie, dated May 26, 2015

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### SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 26, 2015

**OXFORD AMHERST CORPORATION**

By: /s/ William J. Chase  
Name: William J. Chase  
Title: President

**ABBVIE INC.**

By: /s/ William J. Chase  
Name: William J. Chase  
Title: Executive Vice President, Chief Financial Officer



**PRESS RELEASE**

**AbbVie Completes Acquisition of Pharmacyclics**

- Acquisition will accelerate AbbVie's sales and earnings growth and further diversify its revenue base. AbbVie continues to expect the acquisition to be accretive beginning in 2017.
- Broadens and deepens AbbVie's already robust pipeline, establishing the company as an emerging leader in the hematological oncology space
- Acquisition adds Imbruvica®, one of the most promising new oncology therapies on the market, to AbbVie's portfolio

**NORTH CHICAGO, Ill.**, May 26, 2015 — AbbVie (NYSE: ABBV), a global biopharmaceutical company, announced today that it has completed the acquisition of Pharmacyclics, Inc. enhancing AbbVie's scientific and commercial presence in oncology. Pharmacyclics is a leader in the hematological oncology market with Imbruvica® (ibrutinib), a first-in-class BTK-inhibitor used to treat hematological cancers, a \$24 billion global market.

"The companies' shared expertise, combined with AbbVie's broad late-stage oncology pipeline, has the potential to transform the cancer treatment landscape for hematological malignancies and improve patient outcomes and quality of life," said Richard A. Gonzalez, chairman and chief executive officer, AbbVie. "Today marks a significant step forward in our effort to become a leader in oncology and meaningfully augment our long-term growth strategy. The Pharmacyclics team has built an important and rapidly growing franchise with significant long-term potential across a range of hematological cancers."

Imbruvica is approved for use in four indications in the U.S. and is the only product to have received three Breakthrough Therapy designations by the U.S. Food and Drug Administration. As part of a worldwide partnership with Janssen Biotech, Inc., Imbruvica is now approved in nearly 50 countries. Imbruvica is in mid- and late-stage development for additional hematological oncology indications, with more than 60 clinical trials underway, including 13 in Phase 3 development. Imbruvica is also in early-stage development for solid tumors. AbbVie will market Imbruvica in the United States.

AbbVie Inc. +1 (847) 938-9190  
1 North Waukegan Road abbvie.com  
North Chicago, IL 60064

Across its oncology pipeline, AbbVie has five late-stage assets in clinical development positioned to launch within the next several years. Two programs, venetoclax, a Bcl-2 inhibitor, and duvelisib, a dual PI3 kinase inhibitor, are in development for hematological cancers. AbbVie intends to explore these assets in combination with Imbruvica to evaluate the potential for meaningful improvement beyond the current standard of care.

Pharmacyclics will be a wholly-owned subsidiary of AbbVie and will operate from its previous Sunnyvale, Calif. headquarters. Wulff-Erik von Borcke, a longtime industry leader and former head of AbbVie's global marketing, will lead Pharmacyclics as president.

Combined with its existing facilities in Redwood City, Calif., AbbVie now employs more than 900 employees in California.

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**Exchange Offer Information**

The exchange offer to acquire all of the outstanding shares of Pharmacyclics common stock expired at 5:00 p.m., New York City time, on May 22, 2015. The depositary for the exchange offer has informed AbbVie that a total of 67,408,824 shares of Pharmacyclics common stock, representing approximately 87 percent of Pharmacyclics' outstanding common stock, were validly tendered and not withdrawn in the exchange offer. All shares that were validly tendered and not withdrawn have been accepted for payment in accordance with the terms of the exchange offer and applicable law.

Of the shares tendered into the exchange offer, 24,058,187 shares made an election to receive the mixed consideration, 14,035,250 shares made an election to receive the all-cash consideration, 29,315,387 shares made an election to receive the all-stock consideration, and no shares were tendered without a valid election.

- Pharmacyclics stockholders who elected to receive the mixed consideration will receive the mixed consideration, which consists of \$152.25 in cash and 1.6639 shares of AbbVie common stock per share of Pharmacyclics common stock;

- Pharmacyclics stockholders who elected to receive the all-cash consideration will receive \$261.25 in cash per share of Pharmacyclics common stock; and
- Pharmacyclics stockholders who elected to receive the all-stock consideration will be subject to proration at a rate of approximately 61.66%, and will receive their consideration in the form of \$261.25 in cash for shares not accepted for the all-stock election due to proration and 3.9879 shares of AbbVie common stock per share of Pharmacyclics common stock for shares that were accepted for the all-stock election.

Pharmacyclics stockholders will receive cash in lieu of fractional shares of AbbVie common stock. As a result of the acquisition, shares of Pharmacyclics common stock will cease to be traded on NASDAQ.

Following its acceptance of the shares tendered in the exchange offer, on May 26, 2015, AbbVie caused the merger of its subsidiary with and into Pharmacyclics without a vote of Pharmacyclics' other stockholders, pursuant to Section 251(h) of the Delaware General Corporation Law, followed by a

merger of Pharmacyclics with and into another AbbVie subsidiary. As a result of the completed merger, Pharmacyclics became a wholly owned subsidiary of AbbVie. In connection with the merger, all shares of Pharmacyclics common stock not validly tendered into the exchange offer have been cancelled and converted into the right to receive merger consideration in the same amounts offered in the exchange offer. Holders of these shares will have the opportunity to elect among the mixed consideration, the all-cash consideration and the all-stock consideration, subject to proration, as described in the prospectus, dated April 17, 2015, filed by AbbVie in connection with the transaction.

## **About AbbVie**

AbbVie is a global, research-based biopharmaceutical company formed in 2013 following separation from Abbott Laboratories. The company's mission is to use its expertise, dedicated people and unique approach to innovation to develop and market advanced therapies that address some of the world's most complex and serious diseases. Together with its wholly-owned subsidiary, Pharmacyclics, AbbVie employs more than 28,000 people worldwide and markets medicines in more than 170 countries. For further information on the company and its people, portfolio and commitments, please visit [www.abbvie.com](http://www.abbvie.com). Follow @abbvie on Twitter or view careers on our Facebook or LinkedIn page.

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## **Forward-Looking Statements**

This news release contains forward-looking statements that involve risks and uncertainties. Such forward-looking statements include the expected structure and timetable for the transaction between AbbVie and Pharmacyclics. The statements in this release are based upon current expectations and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include risks and uncertainties related to, among other things: the amount of the costs, fees, expenses and charges related to the offer and the merger; general economic and business conditions, global economic growth and activity; industry conditions; changes in laws or regulation; and other factors beyond the companies' control as well as the risk factors and other cautionary statements described in AbbVie's and Pharmacyclics' filings with the SEC. Please refer to the Risk Factors section of AbbVie's Registration Statement on Form S-4, as filed on March 23, 2015 for a further list and description of additional business risks, uncertainties, and other factors that may affect these statements. All subsequent written and oral forward-looking statements attributable to AbbVie or Pharmacyclics or any person acting on their behalf are qualified by the cautionary statements in this section.

## **Important Additional Information**

This press release does not constitute an offer to purchase, or a solicitation of an offer to sell, shares of common stock of Pharmacyclics, nor is it a substitute for the Registration Statement on Form S-4 and tender offer materials that AbbVie filed with the Securities and Exchange Commission ("SEC") on March 23, 2015, each as amended.

Investors and security holders of Pharmacyclics are urged to read the tender offer statement on Schedule TO, filed on March 23, 2015 (as amended, the "Schedule TO"), the Registration Statement on Form S-4, as filed on March 23, 2015 (as amended, the "Registration Statement"), and the solicitation/recommendation statement filed by Pharmacyclics on Schedule 14D-9, filed on March 23, 2015 (as amended, the "Schedule 14D-9"). The tender offer materials (including an offer to purchase, letter of transmittal and related tender offer documents), the Registration Statement and the Schedule 14D-9 contain important information which should be read carefully before any decisions are made with respect to the Offer.

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In addition to the Schedule TO, the Schedule 14D-9 and the Registration Statement described above, AbbVie and Pharmacyclics file annual, quarterly and current reports, proxy statements and other information with the SEC. The Schedule TO, the Schedule 14D-9, the Registration Statement and any other relevant materials, and any other documents filed with the SEC by AbbVie or Pharmacyclics, are available without charge at the SEC's website at [www.sec.gov](http://www.sec.gov), or from the companies' websites, at [www.abbvieinvestor.com](http://www.abbvieinvestor.com) and <http://www.pharmacyclics.com>, respectively.

Free copies of the exchange offer materials (including the Registration Statement and the Schedule TO) are also available on AbbVie's website at [www.abbvieinvestor.com](http://www.abbvieinvestor.com) and copies of the Schedule 14D-9 are available on Pharmacyclics' website <http://www.pharmacyclics.com>. Copies of the exchange offer materials (including the Registration Statement and the Schedule TO) may also be obtained free of charge from Georgeson Inc., the information agent for the exchange offer, by calling, toll-free, (888) 680-1528 or emailing [PCYC@georgeson.com](mailto:PCYC@georgeson.com).

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TBD

TBD

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