

**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 60064-6400**  
**(847) 932-7900**  
(Address of Principal Executive Offices, Including Zip Code)

**AbbVie Savings Program**  
(Full title of the plan)

**Perry C. Siatis, Esq.**  
**Executive Vice President, General Counsel and Secretary**  
**AbbVie Inc.**

**1 North Waukegan Road**  
**North Chicago, Illinois 60064-6400**  
**(847) 932-7900**  
(Name, address and telephone number, including area code, of agent for service)

*Copies to:*  
**Sophia Hudson, P.C.**  
**Zoey Hitzert**  
**Kirkland & Ellis LLP**  
**601 Lexington Avenue**  
**New York, New York 10022**  
**(212) 446-4800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

AbbVie Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) to register additional shares of common stock of the Registrant, par value \$0.01 per share (the “Common Stock”), that may be offered or sold pursuant to the AbbVie Savings Program. This Registration Statement also covers an indeterminate amount of plan interests to be offered or sold pursuant to the AbbVie Savings Program.

This Registration Statement relates to securities of the same class as those registered under a prior Registration Statement and is being filed in accordance with General Instruction E to Form S-8 regarding the registration of additional securities. Pursuant to such instruction, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-185564, filed by the Registrant on December 19, 2012, relating to the AbbVie Savings Program.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">4.1</a>	<a href="#">Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed on January 2, 2013)</a>
<a href="#">4.2</a>	<a href="#">Third Amended and Restated By-Laws (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed on September 10, 2024)</a>
<a href="#">4.3</a>	<a href="#">Description of Common Stock (incorporated by reference to Exhibit 4.1 of the Registrant’s Annual Report on Form 10-K filed on February 20, 2024)</a>
<a href="#">23.1*</a>	<a href="#">Consent of Ernst &amp; Young LLP</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney (included in the signature page to this Registration Statement)</a>
<a href="#">107*</a>	<a href="#">Filing Fee Table</a>

\* Filed herewith.

Pursuant to the instruction to Item 8 of Form S-8, no opinion of counsel as to the legality of the shares of Common Stock registered with respect to the AbbVie Savings Program is furnished because no original issuance securities are being registered.

The Registrant will submit or has submitted the AbbVie Savings Program and any amendments thereto to the U.S. Internal Revenue Service (the “IRS”) in a timely manner in accordance with the agency’s regulations and has made or will make all changes required by the IRS in order to qualify the program under Section 401 of the U.S. Internal Revenue Code of 1986, as amended.

## 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 November 4, 2024.

### AbbVie Inc.

By: /s/ Scott T. Reents

Name: Scott T. Reents

Title: Executive Vice President, Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Robert A. Michael, Perry C. Siatas, and Scott T. Reents, and each of them, with full power of substitution and full power to act without the others, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file this Registration Statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert A. Michael</u> Robert A. Michael	Chief Executive Officer and Director (Principal Executive Officer)	November 4, 2024
<u>/s/ Scott T. Reents</u> Scott T. Reents	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	November 4, 2024
<u>/s/ Kevin K. Buckbee</u> Kevin K. Buckbee	Senior Vice President, Controller (Principal Accounting Officer)	November 4, 2024
<u>/s/ Richard A. Gonzalez</u> Richard A. Gonzalez	Executive Chairman of the Board	November 4, 2024
<u>/s/ Robert J. Alpern, M.D.</u> Robert J. Alpern, M.D.	Director	November 4, 2024
<u>/s/ Roxanne S. Austin</u> Roxanne S. Austin	Director	November 4, 2024

<hr/> <i>/s/ William H.L. Burnside</i> William H.L. Burnside	Director	November 4, 2024
<hr/> <i>/s/ Jennifer L. Davis</i> Jennifer L. Davis	Director	November 4, 2024
<hr/> <i>/s/ Thomas C. Freyman</i> Thomas C. Freyman	Director	November 4, 2024
<hr/> <i>/s/ Brett J. Hart</i> Brett J. Hart	Director	November 4, 2024
<hr/> <i>/s/ Melody B. Meyer</i> Melody B. Meyer	Director	November 4, 2024
<hr/> <i>/s/ Susan E. Quaggin, M.D.</i> Susan E. Quaggin, M.D.	Director	November 4, 2024
<hr/> <i>/s/ Edward J. Rapp</i> Edward J. Rapp	Director	November 4, 2024
<hr/> <i>/s/ Rebecca B. Roberts</i> Rebecca B. Roberts	Director	November 4, 2024
<hr/> <i>/s/ Glenn F. Tilton</i> Glenn F. Tilton	Director	November 4, 2024
<hr/> <i>/s/ Frederick H. Waddell</i> Frederick H. Waddell	Director	November 4, 2024

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in North Chicago, Illinois, on November 4, 2024.

**AbbVie Savings Program**

By: /s/ Demetris Crum

Name: Demetris Crum

*Vice President of Total Rewards*

Title: Plan Administrator

**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 Savings Program of our reports dated February 20, 2024, 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 its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

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Chicago, IL

November 4, 2024

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# Calculation of Filing Fee Tables

## S-8

### AbbVie Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common stock, par value \$0.01 per share	Other	10,000,000	\$ 188.83	1,888,300,000.00	0.0001531	\$ 289,098.73
Total Offering Amounts:					\$		\$ 289,098.73
					1,888,300,000.00		
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 289,098.73

#### Offering Note

1

Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 shall also cover an indeterminate number of additional shares of common stock, par value \$0.01 per share ("Common Stock"), of AbbVie Inc., a Delaware corporation (the "Registrant"), which may become issuable by reason of any stock split, stock dividend, recapitalization or other similar transaction effected without consideration which results in the increase in the number of outstanding shares of Common Stock.

Pursuant to Rule 416(c) under the Securities Act, this registration statement on Form S-8 also covers an indeterminate amount of plan interests to be offered or sold pursuant to the AbbVie Savings Program.

Proposed maximum offering price per unit estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per unit and maximum aggregate offering price are based on the reported average of the high and low prices of Common Stock as reported on the New York Stock Exchange on October 28, 2024 (rounded up to the nearest cent).