

AbbVie Inc.
Form 424B3
July 08, 2013

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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-189558

AbbVie Inc.

OFFER TO EXCHANGE

All outstanding unregistered
\$3,500,000,000 1.200% Senior Notes due 2015,
\$4,000,000,000 1.750% Senior Notes due 2017,
\$1,000,000,000 2.000% Senior Notes due 2018,
\$3,100,000,000 2.900% Senior Notes due 2022,
\$2,600,000,000 4.400% Senior Notes due 2042, and
\$500,000,000 Floating Rate Senior Notes due 2015

**in
exchange
for**

\$3,500,000,000 1.200% Senior Notes due 2015,
\$4,000,000,000 1.750% Senior Notes due 2017,
\$1,000,000,000 2.000% Senior Notes due 2018,
\$3,100,000,000 2.900% Senior Notes due 2022,
\$2,600,000,000 4.400% Senior Notes due 2042, and
\$500,000,000 Floating Rate Senior Notes due 2015,
which have been registered under the Securities
Act of 1933, as amended

Principal Terms of the Exchange Offer:

AbbVie Inc. ("AbbVie") will exchange all outstanding unregistered 1.200% Senior Notes due 2015, 1.750% Senior Notes due 2017, 2.000% Senior Notes due 2018, 2.900% Senior Notes due 2022, 4.400% Senior Notes due 2042, and Floating Rate Senior Notes due 2015 (collectively, "Old Notes") that were issued on November 8, 2012 in a private offering that are validly tendered and not validly withdrawn for an equal principal amount of Exchange Notes (collectively, "Exchange Notes") that have been registered under the Securities Act of 1933, as amended (the "Securities Act").

The exchange offer expires at 5:00 p.m., New York City time, on August 5, 2013, unless AbbVie extends the offer. You may withdraw tenders of Old Notes at any time prior to the expiration of the exchange offer. The exchange offer is not subject to any condition other than that it will not violate applicable law or interpretations of the staff of the Securities and Exchange Commission (the "Commission") and that no proceedings with respect to the exchange offer have been instituted or threatened in any court or by any governmental agency.

Principal Terms of the Exchange Notes:

The terms of the Exchange Notes to be issued in the exchange offer are substantially identical to the Old Notes, except that the Exchange Notes will be freely tradeable by persons who are not affiliated with AbbVie and will not have registration rights. No public market currently exists for the Old Notes. AbbVie does not intend to list the Exchange Notes on any securities exchange, and, therefore, no active public market is anticipated.

The Exchange Notes will be unsecured, unsubordinated obligations of AbbVie and will rank equally in right of payment with all of AbbVie's existing and future unsecured, unsubordinated indebtedness.

You should carefully consider the risk factors beginning on page 12 of this prospectus before participating in the exchange offer.

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Each broker-dealer that receives Exchange Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. The letter of transmittal states that, by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act.

This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of Exchange Notes received in exchange for Old Notes where such Old Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. AbbVie has agreed that, for a period of 180 days after the expiration time of the exchange offer, AbbVie will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution."

None of the Commission, any state securities commission or other regulatory agency has approved or disapproved of the Exchange Notes or the exchange offer or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is July 8, 2013.

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You should rely only on the information contained in this document or to which AbbVie has referred you. AbbVie has not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities.

No person is authorized in connection with this exchange offer to give any information or to make any representation not contained in this prospectus, and, if given or made, such other information or representation must not be relied upon as having been authorized by AbbVie. You should assume that the information contained in this prospectus is accurate only as of its date.

This prospectus does not constitute an offer to sell or buy any Exchange Notes in any jurisdiction where it is unlawful to do so. You should base your decision to invest in the Exchange Notes and participate in the exchange offer solely on information contained or incorporated by reference in this prospectus.

No person should construe anything in this prospectus as legal, business or tax advice. Each person should consult its own advisors as needed to make its investment decision and to determine whether it is legally permitted to participate in the exchange offer under applicable legal investment or similar laws or regulations.

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Unless otherwise indicated or the context otherwise requires: (1) all references to the "separation and distribution" mean AbbVie's separation from Abbott Laboratories and the distribution of shares of AbbVie common stock to Abbott Laboratories shareholders; (2) all references to "AbbVie," "we," "Company," "our" and "us" mean AbbVie Inc. and its subsidiaries, including those contributed to AbbVie by Abbott prior to the separation and distribution and (3) all references to "Abbott" mean Abbott Laboratories and its subsidiaries, other than, for all periods following the separation and distribution, AbbVie Inc. and its subsidiaries.

AbbVie has filed with the Commission a registration statement on Form S-4 with respect to the exchange offer and the Exchange Notes. This prospectus, which forms part of the registration statement, does not contain all the information included in the registration statement, including its exhibits and schedules. For further information about AbbVie, the exchange offer and the Exchange Notes described in this prospectus, you should refer to the registration statement and its exhibits and schedules. Statements AbbVie makes in this prospectus about certain contracts or other documents are not necessarily complete. When AbbVie makes such statements, AbbVie refers you to the copies of the contracts or documents that are filed as exhibits to the registration statement, because those statements are qualified in all respects by reference to those exhibits. The registration statement, including the exhibits and schedules, is available at the Commission's website at www.sec.gov. You may also obtain this information without charge by writing or calling AbbVie at: AbbVie Inc., 1 North Waukegan Road, North Chicago, IL 60064, Attention: Corporate Secretary, Phone: (847) 932-7900.

In order to ensure timely delivery, you must request the information no later than July 29, 2013, which is five business days before the expiration of the exchange offer.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The information included in this prospectus contains certain forward-looking statements regarding business strategies, market potential, future financial performance and other matters. The words "believe," "expect," "anticipate," "project" and similar expressions, among others, generally identify "forward-looking statements," which speak only as of the date the statements were made. The matters discussed in these forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those projected, anticipated or implied in the forward-looking statements. In particular, information included under "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business" contain forward-looking statements. Where, in any forward-looking statement, an expectation or belief as to future results or events is expressed, such expectation or belief is based on the current plans and expectations of AbbVie management and expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. Factors that could cause actual results or events to differ materially from those anticipated include the matters described under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." AbbVie does not undertake any obligation to update the forward-looking statements included in this prospectus to reflect events or circumstances after the date of this prospectus, unless AbbVie is required by applicable securities law to do so.

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SUMMARY

The following is a summary of some of the information contained or incorporated by reference in this prospectus. This summary does not contain all the details concerning the exchange offer or the Exchange Notes, including information that may be important to you. To better understand the separation and AbbVie's business and financial position, you should carefully review this entire document and the documents incorporated herein by reference, including the information under "Risk Factors." Some of the statements contained in this "Summary" are forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements."

AbbVie Inc.

On January 1, 2013, AbbVie became an independent company as a result of the distribution by Abbott of 100 percent of the outstanding common stock of AbbVie to Abbott's shareholders. Each Abbott shareholder of record as of the close of business on December 12, 2012 (the "Record Date") received one share of AbbVie common stock for each Abbott common share held as of the Record Date.

AbbVie is a global research-based biopharmaceutical company. AbbVie develops and markets advanced therapies that address some of the world's most complex and serious diseases. AbbVie's products are used to treat rheumatoid arthritis, psoriasis, Crohn's disease, HIV, cystic fibrosis complications, low testosterone, thyroid disease, Parkinson's disease, ulcerative colitis and complications associated with chronic kidney disease, among other indications. AbbVie also has a pipeline of promising new medicines, including more than 20 compounds or indications in Phase II or Phase III development across such important medical specialties as immunology, renal care, hepatitis C virus ("HCV"), women's health, oncology, and neuroscience, including multiple sclerosis and Alzheimer's disease. AbbVie has approximately 21,500 employees and its products are sold in over 170 countries. AbbVie operates in one business segment pharmaceutical products.

AbbVie's products are manufactured, marketed, and sold worldwide and are generally sold directly to wholesalers, distributors, government agencies, health care facilities, specialty pharmacies, and independent retailers from distribution centers and public warehouses. Outside the United States, sales are made either directly to customers or through distributors, depending on the market served. Certain products are co-marketed or co-promoted with other companies.

The 2010 acquisitions of the U.S. pharmaceuticals business of Solvay Pharmaceuticals and of Facet Biotech Corporation added several new products to AbbVie's portfolio, including the U.S. rights to AndroGel and Creon, and enhanced AbbVie's early- and mid-stage investigational pipeline by adding an investigational biologic for multiple sclerosis and compounds that complement AbbVie's oncology program. These acquisitions are discussed more fully in Note 4, "Acquisitions, Collaborations and Other Arrangements", of the Notes to the Audited Annual Combined Financial Statements found in "Financial Statements and Supplemental Data."

Corporate Information

AbbVie was incorporated in Delaware on April 10, 2012 and is comprised of Abbott's former research-based pharmaceuticals business. AbbVie's Registration Statement on Form 10 was declared effective by the Commission on December 7, 2012. AbbVie's common stock began trading "regular-way" under the ticker symbol "ABBV" on the New York Stock Exchange on January 2, 2013.

The address of AbbVie's principal executive offices is 1 North Waukegan Road, North Chicago, Illinois 60064. AbbVie's telephone number is 847-932-7900.

AbbVie also maintains an Internet site at www.abbvie.com. **AbbVie's website and the information contained therein or connected thereto shall not be deemed to be incorporated herein, and you should not rely on any such information in making an investment decision.**

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THE EXCHANGE OFFER

On November 8, 2012, AbbVie completed the private offering of \$3,500,000,000 aggregate principal amount of its 1.200% senior notes due 2015 (the "Old Fixed 2015 Notes"), \$4,000,000,000 aggregate principal amount of its 1.750% senior notes due 2017 (the "Old 2017 Notes"), \$1,000,000,000 aggregate principal amount of its 2.000% senior notes due 2018 (the "Old 2018 Notes"), \$62,514,000 aggregate principal amount of its 2.900% senior notes due 2022 (the "Old 2022 Notes"), \$2,600,000,000 aggregate principal amount of its 4.400% senior notes due 2042 (the "Old 2042 Notes" and together with the Old Fixed 2015 Notes, the Old 2017 Notes, the Old 2018 Notes and the Old 2022 Notes, the "Old Fixed Rate Notes") and \$500,000,000 aggregate principal amount of its floating rate senior notes due 2015 (the "Old Floating 2015 Notes"). Morgan Stanley & Co. LLC (in its capacity as an offeror of Old Notes, the "Selling Noteholder"), offered \$3,037,486,000 aggregate principal amount of the Old 2022 Notes. The Old Fixed Rate Notes and the Old Floating 2015 Notes are collectively hereinafter referred to as the "Old Notes," and each of the Old Fixed 2015 Notes, the Old 2017 Notes, the Old 2018 Notes, the Old 2022 Notes, the Old 2042 Notes and the Old Floating 2015 Notes, a "series" of Old Notes.

In connection with that private offering, AbbVie entered into a registration rights agreement of the Old Notes with Abbott and the initial purchasers named therein. In that agreement, AbbVie agreed, among other things, to deliver to you this prospectus for the exchange of up to \$3,500,000,000 aggregate principal amount of new 1.200% senior notes due 2015 (the "Fixed 2015 Exchange Notes"), \$4,000,000,000 aggregate principal amount of new 1.750% senior notes due 2017 (the "2017 Exchange Notes"), \$1,000,000,000 aggregate principal amount of new 2.000% senior notes due 2018 (the "2018 Exchange Notes"), \$3,100,000,000 aggregate principal amount of new 2.900% senior notes due 2022 (the "2022 Exchange Notes"), \$2,600,000,000 aggregate principal amount of new 4.400% senior notes due 2042 (the "2042 Exchange Notes" and together with the Fixed 2015 Exchange Notes, the 2017 Exchange Notes, the 2018 Exchange Notes and the 2022 Exchange Notes, the "Fixed Rate Exchange Notes") and \$500,000,000 aggregate principal amount of new floating rate senior notes due 2015 (the "Floating 2015 Exchange Notes" and together with the Old Floating 2015 Notes, the "Floating 2015 Notes") that have been registered under the Securities Act for the Old Notes that were issued on November 8, 2012. The Fixed Rate Exchange Notes and the Floating 2015 Exchange Notes are collectively hereinafter referred to as the "Exchange Notes," and each of the Fixed 2015 Exchange Notes, the 2017 Exchange Notes, the 2018 Exchange Notes, the 2022 Exchange Notes, the 2042 Exchange Notes and the Floating 2015 Exchange Notes, a "series" of Exchange Notes. The Exchange Notes and the Old Notes are collectively hereinafter referred to as the "Notes."

The Exchange Notes will be substantially identical to the Old Notes, except that:

the Exchange Notes have been registered under the Securities Act and will be freely tradable by persons who are not affiliated with AbbVie;

the Exchange Notes are not entitled to the rights that are applicable to the Old Notes under the registration rights agreement; and

AbbVie's obligation to pay additional interest on the Old Notes does not apply if the registration statement of which this prospectus forms a part is declared effective or certain other circumstances occur, as described under the heading "Exchange Offer; Registration Rights."

Old Notes may be exchanged only in minimum denominations of \$2,000 and larger integral multiples of \$1,000. You should read the discussion under the headings "The Exchange Notes" and "Description of Notes" for further information regarding the Exchange Notes. You should also read the discussion under the heading "Terms of the Exchange Offer" for further information regarding the exchange offer and resale of the Exchange Notes.

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Exchange Offer

AbbVie will exchange its Exchange Notes for a like aggregate principal amount and maturity of its Old Notes as provided in the registration rights agreement related to the Old Notes. The exchange offer is intended to satisfy the rights granted to holders of the Old Notes in that agreement. After the exchange offer is complete you will no longer be entitled to any exchange or registration rights with respect to your Notes.

Resales

Based on an interpretation by the staff of the Commission set forth in no-action letters issued to third parties, AbbVie believes that the Exchange Notes may be offered for resale, resold and otherwise transferred by you (unless you are AbbVie's "affiliate" within the meaning of Rule 405 under the Securities Act) without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that you:

are acquiring the Exchange Notes in the ordinary course of business; and

have not engaged in, do not intend to engage in, and have no arrangement or understanding with any person to participate in a distribution of the Exchange Notes.

By signing the letter of transmittal and exchanging your Old Notes for Exchange Notes, as described below, you will be making representations to this effect.

Each participating broker-dealer that receives Exchange Notes for its own account pursuant to the exchange offer in exchange for the Old Notes that were acquired as a result of market-making or other trading activity must acknowledge that it will deliver a prospectus in connection with any resale of the Exchange Notes. See "Plan of Distribution."

Any holder of Old Notes who:

is AbbVie's affiliate;

does not acquire the Exchange Notes in the ordinary course of its business; or

cannot rely on the position of the staff of the Commission expressed in Exxon Capital Holdings Corporation, Morgan Stanley & Co. Incorporated or similar no-action letters; must, in the absence of an exemption, comply with registration and prospectus delivery requirements of the Securities Act in connection with the resale of the Exchange Notes. AbbVie will not assume, nor will AbbVie indemnify you against, any liability you may incur under the Securities Act or state or local securities laws if you transfer any Exchange Notes issued to you in the exchange offer absent compliance with the applicable registration and prospectus delivery requirements or an applicable exemption.

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Expiration Time	The exchange offer will expire at 5:00 p.m., New York City time, on August 5, 2013, or such later date and time to which AbbVie extends it. AbbVie does not currently intend to extend the expiration time.
Conditions to the Exchange Offer	The exchange offer is subject to the following conditions, which AbbVie may waive: the exchange offer does not violate applicable law or applicable interpretations of the staff of the Commission; and there is no action or proceeding instituted or threatened in any court or by any governmental agency with respect to this exchange offer. See "Terms of the Exchange Offer Conditions to the Exchange Offer." If you wish to accept and participate in this exchange offer, you must complete, sign and date the accompanying letter of transmittal, or a copy of the letter of transmittal, according to the instructions contained in this prospectus and the letter of transmittal. You must also mail or otherwise deliver the completed, executed letter of transmittal or the copy thereof, together with the Old Notes and any other required documents, to the exchange agent at the address set forth on the cover of the letter of transmittal. If you hold Old Notes through The Depository Trust Company ("DTC") and wish to participate in the exchange offer, you must comply with the Automated Tender Offer Program procedures of DTC, by which you will agree to be bound by the letter of transmittal. If you wish to accept and participate in this exchange offer and you cannot get your required documents to the exchange agent on time, you must send all of the items required by the guaranteed delivery procedures described below. By signing or agreeing to be bound by the letter of transmittal, you will represent to AbbVie that, among other things: any Exchange Notes that you receive will be acquired in the ordinary course of your business; you have no arrangement or understanding with any person or entity to participate in the distribution of the Exchange Notes; if you are a broker-dealer that will receive Exchange Notes for your own account in exchange for Old Notes that were acquired as a result of market-making activities, that you will deliver a prospectus, as required by law, in connection with any resale of the Exchange Notes; and you are not AbbVie's "affiliate" as defined in Rule 405 under the Securities Act.
Procedures for Tendering the Old Notes	

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Special Procedures for Beneficial Owners	If you are a beneficial owner whose Old Notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your Old Notes in the exchange offer, you should promptly contact the person in whose name the Old Notes are registered and instruct that person to tender on your behalf. If you wish to tender in the exchange offer on your own behalf, prior to completing and executing the letter of transmittal and delivering the certificates for your Old Notes, you must either make appropriate arrangements to register ownership of the Old Notes in your name or obtain a properly completed bond power from the person in whose name the Old Notes are registered. The transfer of registered ownership may take considerable time and may not be able to be completed prior to the expiration time.
Guaranteed Delivery Procedures	If you wish to tender your Old Notes and: your Old Notes are not immediately available; you are unable to deliver on time your Old Notes or any other document that you are required to deliver to the exchange agent; or you cannot complete the procedures for delivery by book-entry transfer on time; then you may tender your Old Notes according to the guaranteed delivery procedures that are discussed in the letter of transmittal and in "Terms of the Exchange Offer Guaranteed Delivery Procedures."
Withdrawal of Tenders	A tender of Old Notes pursuant to the exchange offer may be withdrawn at any time prior to the expiration time. To withdraw, you must send a written or facsimile transmission notice of withdrawal to the exchange agent at its address indicated under "Terms of the Exchange Offer Exchange Agent" before the expiration time of the exchange offer.
Acceptance of the Old Notes and Delivery of Exchange Notes	If all the conditions to the completion of this exchange offer are satisfied, AbbVie will accept any and all Old Notes that are properly tendered in this exchange offer and not properly withdrawn before the expiration time. AbbVie will return any Old Notes that AbbVie does not accept for exchange to its registered holder at its expense promptly after the expiration time. AbbVie will deliver the Exchange Notes to the registered holders of Old Notes accepted for exchange promptly after the expiration time and acceptance of such Old Notes. Please refer to the section in this prospectus entitled "Terms of the Exchange Offer Acceptance of Old Notes for Exchange and Delivery of Exchange Notes."

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Effect on Holders of Old Notes

As a result of making, and upon acceptance for exchange of all validly tendered Old Notes pursuant to the terms of, the exchange offer, AbbVie will have fulfilled a covenant contained in the registration rights agreement. If you are a holder of Old Notes and do not tender your Old Notes in the exchange offer, you will continue to hold your Old Notes and you will be entitled to all the rights and limitations applicable to the Old Notes in the indenture, except for any rights under the registration rights agreement that by their terms terminate upon the consummation of the exchange offer. See "Terms of the Exchange Offer Purpose and Effect of the Exchange Offer."

Accrued Interest on the Exchange Notes and the Old Notes

Each Fixed Rate Exchange Note will bear interest from May 6, 2013. The holders of Old Fixed Rate Notes that are accepted for exchange will be deemed to have waived the right to receive payment of accrued interest on those Old Fixed Rate Notes from May 6, 2013 to the date of issuance of the Fixed Rate Exchange Notes. Interest on the Old Fixed Rate Notes accepted for exchange will cease to accrue upon issuance of the Fixed Rate Exchange Notes.

Consequently, if you exchange your Old Fixed Rate Notes for Fixed Rate Exchange Notes, you will receive the same interest payment on November 6, 2013 that you would have received if you had not accepted this exchange offer.

The Floating 2015 Exchange Notes will bear interest from August 6, 2013. The holders of Old Floating 2015 Notes that are accepted for exchange will be deemed to have waived the right to receive payment of accrued interest on those Old Floating 2015 Notes from August 6, 2013 to the date of issuance of the Floating 2015 Exchange Notes. Interest on the Old Floating 2015 Notes accepted for exchange will cease to accrue upon issuance of the Floating 2015 Exchange Notes.

Consequently, if you exchange your Old Floating 2015 Notes for Floating 2015 Exchange Notes, you will receive the same interest payment on November 6, 2013 that you would have received if you had not accepted this exchange offer.

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Consequences of Failure to Exchange	All untendered Old Notes will continue to be subject to the restrictions on transfer provided for in the Old Notes and in the indenture. In general, the Old Notes may not be offered or sold unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state or local securities laws. Other than in connection with the exchange offer, AbbVie does not currently anticipate that AbbVie will register the Old Notes under the Securities Act. The trading market for your Old Notes will become more limited to the extent that other holders of Old Notes participate in the exchange offer.
U.S. Federal Income Tax Considerations	The exchange of Old Notes for Exchange Notes in the exchange offer should not be a taxable event for United States federal income tax purposes. See "Material United States Federal Income Tax Considerations."
Use of Proceeds	AbbVie will not receive any cash proceeds from the issuance of the Exchange Notes in the exchange offer. See "Use of Proceeds."
Exchange Agent	U.S. Bank National Association is the exchange agent for the exchange offer. The address and telephone number of the exchange agent are set forth in the section captioned "Terms of the Exchange Offer Exchange Agent."

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THE EXCHANGE NOTES

The summary below describes the principal terms of the Exchange Notes offered hereby. Certain of the terms and conditions described below are subject to important limitations and exceptions. You should carefully review the "Description of Notes" section of this prospectus, which contains a more detailed description of the terms and conditions of the Exchange Notes.

Issuer	AbbVie Inc. ("Issuer")
General	The form and terms of the Exchange Notes are identical in all material respects to the form and terms of the Old Notes except that:
	the Exchange Notes have been registered under the Securities Act and, therefore, will not bear legends restricting their transfer; and
Securities Offered	<p>the holders of Exchange Notes will not be entitled to rights under the registration rights agreement, including any registration rights or rights to additional interest.</p> <p>The Exchange Notes will evidence the same debt as the Old Notes and will be entitled to the benefits of the indenture under which the Old Notes were issued.</p> <p>\$3,500 million aggregate principal amount of Fixed 2015 Exchange Notes.</p> <p>\$4,000 million aggregate principal amount of 2017 Exchange Notes.</p> <p>\$1,000 million aggregate principal amount of 2018 Exchange Notes.</p> <p>\$3,100 million aggregate principal amount of 2022 Exchange Notes.</p> <p>\$2,600 million aggregate principal amount of 2042 Exchange Notes.</p> <p>\$500 million aggregate principal amount of Floating 2015 Exchange Notes.</p>
Abbott Guarantees	Each series of Exchange Notes will not be guaranteed on an unsecured, unsubordinated basis by Abbott Laboratories ("Guarantor"). Prior to the distribution, each series of Notes was initially guaranteed on an unsecured, unsubordinated basis by the Guarantor. Each of the guarantees terminated upon the distribution by the Guarantor to its shareholders of 100% of the outstanding shares of AbbVie's common stock. Abbott no longer has an obligation with respect to the Old Notes and Abbott will not have an obligation with respect to the Exchange Notes. See "Description of Notes Abbott Guarantees."
Interest Rate on Fixed Rate Exchange Notes	<p>1.200% for the Fixed 2015 Exchange Notes.</p> <p>1.750% for the 2017 Exchange Notes.</p> <p>2.000% for the 2018 Exchange Notes.</p> <p>2.900% for the 2022 Exchange Notes.</p>

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Interest Rate on Floating 2015 Exchange Notes	4.400% for the 2042 Exchange Notes. A floating rate, reset quarterly, equal to three-month LIBOR plus 0.760% (76 basis points). May 6 and November 6 of each year, commencing on November 6, 2013, in the case of the Fixed Rate Exchange Notes. May 6, August 6, November 6 and February 6, of each year, commencing on November 6, 2013, in the case of the Floating 2015 Exchange Notes. Holders of the Old Fixed Rate Notes whose Old Fixed Rate Notes are accepted for exchange in the exchange offer will be deemed to have waived the right to receive any payment in respect of interest on the Old Fixed Rate Notes accrued from May 6, 2013 to the date of issuance of the Fixed Rate Exchange Notes. Consequently, holders who exchange their Old Fixed Rate Notes for Exchange Notes will receive the same interest payment on November 6, 2013 that they would have received if they had not accepted the exchange offer. Holders of the Old Floating 2015 Notes whose Old Floating 2015 Notes are accepted for exchange in the exchange offer will be deemed to have waived the right to receive any payment in respect of interest on the Old Floating 2015 Notes accrued from August 6, 2013 to the date of issuance of the Floating 2015 Exchange Notes. Consequently, holders who exchange their Old Floating 2015 Notes for Floating 2015 Exchange Notes will receive the same interest payment on November 6, 2013 that they would have received if they had not accepted the exchange offer.
Interest Payment Dates	
Maturity	November 6, 2015 for the Fixed 2015 Exchange Notes. November 6, 2017 for the 2017 Exchange Notes. November 6, 2018 for the 2018 Exchange Notes. November 6, 2022 for the 2022 Exchange Notes. November 6, 2042 for the 2042 Exchange Notes. November 6, 2015 for the Floating 2015 Exchange Notes.
Optional Redemption	Issuer may redeem all of the Fixed Rate Exchange Notes of each series at any time and some of the Fixed Rate Exchange Notes of each series from time to time at a redemption price equal to the principal amount of the Exchange Notes redeemed plus a make-whole premium, which is described in this prospectus. Issuer may not redeem the Floating 2015 Exchange Notes prior to maturity. The redemption provisions are discussed in this prospectus under the caption "Description of Notes Optional Redemption."

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Ranking	<p>The Exchange Notes, like the Old Notes, will be Issuer's unsecured, unsubordinated obligations, respectively, and will:</p> <p>rank equally in right of payment with all of Issuer's existing and future unsecured, unsubordinated indebtedness, liabilities and other obligations;</p> <p>rank senior in right of payment to all of future indebtedness that is subordinated to the Exchange Notes and Old Notes;</p> <p>be effectively subordinated in right of payment to all of Issuer's future secured indebtedness, to the extent of the value of the assets securing such indebtedness; and</p> <p>be structurally subordinated in right of payment to all existing and future indebtedness, liabilities and other obligations of each of Issuer's subsidiaries.</p>
Use of Proceeds	<p>Issuer will not receive any cash proceeds from the issuance of the Exchange Notes. In consideration for issuing the Exchange Notes as contemplated in this prospectus, Issuer will receive in exchange Old Notes in like principal amount, which will be cancelled and, as such, will not result in any increase in AbbVie's indebtedness. See "Use of Proceeds."</p>
Certain Covenants	<p>The indenture governing the Exchange Notes, like the Old Notes, includes covenants that, among other things, limit Issuer's ability and the ability of Issuer's subsidiaries to create or permit to exist mortgages with respect to principal domestic properties and to enter into sale and leaseback transactions with respect to principal domestic properties and limit Issuer's ability to merge or consolidate with any other entity or convey, transfer, or lease Issuer's properties and assets substantially as an entirety. These covenants will be subject to a number of important qualifications and limitations. See "Description of Notes."</p>
Trustee	<p>U.S. Bank, National Association (the "Trustee").</p>
Additional Notes	<p>Issuer may "re-open" each series of Exchange Notes, like the Old Notes, and issue an unlimited principal amount of additional Exchange Notes of that series in the future without the consent of the holders.</p>
Form and Denominations	<p>The Exchange Notes will be book-entry only and registered in the name of a nominee of DTC. Investors may elect to hold interests in the Exchange Notes through Clearstream Banking, S.A. or Euroclear Bank S.A./N.V., as operator of the Euroclear System, if they are participants in these systems, or indirectly through organizations that are participants in these systems. The Exchange Notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000.</p>
Risk Factors	<p>You should carefully consider the information set forth herein under "Risk Factors" in deciding whether to participate in the exchange offer.</p>

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No Public Market

The Exchange Notes are new securities and there is currently no established trading market for the Notes. As a result, a liquid market for the Exchange Notes may not be available if you try to sell your Exchange Notes. Issuer does not intend to apply to list the Exchange Notes on any national securities exchange or for inclusion of the Exchange Notes on any automated dealer quotation system.

Governing Law

The State of New York.

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RISK FACTORS

An investment in the exchange notes and participation in the exchange offer involves risk. Prior to participating in the exchange offer, you should carefully consider the following risks and other information in this prospectus. Any of the following risks could materially and adversely affect AbbVie's results of operations or financial condition. The risk factors generally have been separated into four groups: risks related to AbbVie's business, risks related to AbbVie's recent separation from Abbott, risks related to the Notes and risks related to the exchange offer. Based on the information currently known to it, AbbVie believes that the following information identifies the most significant risk factors affecting it in each of these categories of risks. However, the risks and uncertainties AbbVie faces are not limited to those set forth in the risk factors described below and may not be in order of importance or probability of occurrence. Additional risks and uncertainties not presently known to AbbVie or that AbbVie currently believes to be immaterial may also adversely affect its business. In addition, past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods.

If any of the following risks and uncertainties develops into actual events, these events could have a material adverse effect on AbbVie's business, financial condition or results of operations. Consequently, an investment in the exchange notes and participation in the exchange offer should be considered only by persons who can assume such risk. You are encouraged to perform your own investigation with respect to the exchange notes, the exchange offer and AbbVie. Some of the statements in this discussion of risk factors are forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements."

RISKS RELATED TO ABBVIE'S BUSINESS

The expiration or loss of patent protection and licenses may adversely affect AbbVie's future revenues and operating income.

AbbVie relies on patent, trademark and other intellectual property protection in the discovery, development, manufacturing, and sale of its products. In particular, patent protection is, in the aggregate, important in AbbVie's marketing of pharmaceutical products in the United States and most major markets outside of the United States. Patents covering AbbVie products normally provide market exclusivity, which is important for the profitability of many of AbbVie's products.

As patents for certain of its products expire, AbbVie will or could face competition from lower priced generic products. The expiration or loss of patent protection for a product typically is followed promptly by substitutes that may significantly reduce sales for that product in a short amount of time. If AbbVie's competitive position is compromised because of generics or otherwise, it could have a material adverse effect on AbbVie's business and results of operations. In addition, proposals emerge from time to time for legislation to further encourage the early and rapid approval of generic drugs. Any such proposals that are enacted into law could worsen the effect of generic competition.

AbbVie's principal patents and trademarks are described in greater detail in "Business Intellectual Property Protection and Regulatory Exclusivity" and "Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations," and litigation regarding these patents is described in "Business Legal Proceedings." The U.S. composition of matter patent for HUMIRA, which is AbbVie's largest selling product and had worldwide sales of approximately \$9.3 billion in 2012, is expected to expire in December 2016, and the equivalent European Union patent is expected to expire in the majority of EU countries in April 2018. Because HUMIRA is a biologic and biologics cannot be readily substituted, it is uncertain what impact the loss of patent protection would have on the sales of HUMIRA.

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AbbVie's major products could lose patent protection earlier than expected, which could adversely affect AbbVie's future revenues and operating income.

Third parties or government authorities may challenge or seek to invalidate or circumvent AbbVie's patents and patent applications. For example, manufacturers of generic pharmaceutical products file, and may continue to file, Abbreviated New Drug Applications ("ANDAs") with the United States Food and Drug Administration ("FDA") seeking to market generic forms of AbbVie's products prior to the expiration of relevant patents owned or licensed by AbbVie by asserting that the patents are invalid, unenforceable and/or not infringed. For example, certain companies have filed ANDAs seeking approval to market generic versions of fenofibric acid capsules ("TRILIPIX") and niacin extended release tablets ("Niaspan"). These companies have asserted that the AbbVie patents covering these products are invalid, unenforceable, and/or not infringed by their respective products. AbbVie has entered into settlement agreements resolving substantially all of these challenges. For a description of other material pending challenges, please refer to "Business Legal Proceedings."

Although most of the challenges to AbbVie's intellectual property have come from other businesses, governments may also challenge intellectual property rights. For example, court decisions and potential legislation relating to patents, such as legislation regarding biosimilars, and other regulatory initiatives may result in further erosion of intellectual property protection. In addition, certain governments outside the United States have indicated that compulsory licenses to patents may be sought to further their domestic policies or on the basis of national emergencies, such as HIV/AIDS. If triggered, compulsory licenses could diminish or eliminate sales and profits from those jurisdictions and negatively affect AbbVie's results of operations.

AbbVie normally responds to challenges by vigorously defending its patents, including by filing patent infringement lawsuits. Patent litigation and other challenges to AbbVie's patents are costly and unpredictable and may deprive AbbVie of market exclusivity for a patented product. To the extent AbbVie's intellectual property is successfully challenged or circumvented or to the extent such intellectual property does not allow AbbVie to compete effectively, AbbVie's business will suffer. To the extent that countries do not enforce AbbVie's intellectual property rights or require compulsory licensing of AbbVie's intellectual property, AbbVie's future revenues and operating income will be reduced.

A third party's intellectual property may prevent AbbVie from selling its products or have a material adverse effect on AbbVie's future profitability and financial condition.

Third parties may claim that an AbbVie product infringes upon their intellectual property. Resolving an intellectual property infringement claim can be costly and time consuming and may require AbbVie to enter into license agreements. AbbVie cannot guarantee that it would be able to obtain license agreements on commercially reasonable terms. A successful claim of patent or other intellectual property infringement could subject AbbVie to significant damages or an injunction preventing the manufacture, sale, or use of the affected AbbVie product or products. Any of these events could have a material adverse effect on AbbVie's profitability and financial condition.

Any significant event that adversely affects HUMIRA revenues could have a material and negative impact on AbbVie's results of operations and cash flows.

HUMIRA generates approximately 50 percent of AbbVie's sales. Any significant event that adversely affects HUMIRA's revenues could have a material adverse impact on AbbVie's operations and cash flows. These events could include loss of patent protection for HUMIRA, the approval of biosimilars of HUMIRA, the discovery of previously unknown side effects or impaired efficacy, increased competition from the introduction of new, more effective or less expensive treatments, and discontinuation or removal from the market of HUMIRA for any reason.

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AbbVie's research and development efforts may not succeed in developing and marketing commercially successful products and technologies, which may cause its revenue and profitability to decline.

To remain competitive, AbbVie must continue to launch new products and new indications and/or brand extensions for existing products, and such launches must generate revenue sufficient both to cover its substantial research and development costs and to replace sales of profitable products that are lost to or displaced by competing products or therapies. Failure to do so would have a material adverse effect on AbbVie's revenue and profitability. Accordingly, AbbVie commits substantial effort, funds, and other resources to research and development and must make ongoing substantial expenditures without any assurance that its efforts will be commercially successful. For example, in 2012 AbbVie discontinued the development of ABT-263, which was in Phase II development for the treatment of hematologic malignancies. A high rate of failure in the biopharmaceutical industry is inherent in the research and development of new products, and failure can occur at any point in the research and development process, including after significant funds have been invested. Products that appear promising in development may fail to reach the market for numerous reasons, including failure to demonstrate effectiveness, safety concerns, superior safety or efficacy of competing therapies, failure to achieve positive clinical or pre-clinical outcomes beyond the current standard of care, inability to obtain necessary regulatory approvals or delays in the approval of new products and new indications, limited scope of approved uses, excessive costs to manufacture, the failure to obtain or maintain intellectual property rights, or infringement of the intellectual property rights of others.

Decisions about research studies made early in the development process of a pharmaceutical product candidate can affect the marketing strategy once such candidate receives approval. More detailed studies may demonstrate additional benefits that can help in the marketing, but they also consume time and resources and may delay submitting the pharmaceutical product candidate for approval. AbbVie cannot guarantee that a proper balance of speed and testing will be made with respect to each pharmaceutical product candidate or that decisions in this area would not adversely affect AbbVie's future results.

Even if AbbVie successfully develops and markets new products or enhancements to its existing products, they may be quickly rendered obsolete by changing clinical preferences, changing industry standards, or competitors' innovations. AbbVie's innovations may not be accepted quickly in the marketplace because of existing clinical practices or uncertainty over third-party reimbursement. AbbVie cannot state with certainty when or whether any of its products under development will be launched, whether it will be able to develop, license, or otherwise acquire compounds or products, or whether any products will be commercially successful. Failure to launch successful new products or new indications for existing products may cause AbbVie's products to become obsolete, causing AbbVie's revenues and operating results to suffer.

A portion of AbbVie's near-term pharmaceutical pipeline relies on collaborat