

Edgar Filing: Shire plc - Form 425

Shire plc  
Form 425  
September 05, 2014

Filed by AbbVie Inc.

Pursuant to Rule 425

Under the Securities Act of 1933

Subject Company: Shire plc

Commission File No. for Registration Statement

on Form S-4 filed by AbbVie Private Limited: 333-198286

Dear Colleague,

In follow-up to Rick's message earlier today, I would like to provide you with a few key updates from the AbbVie Transition Office (ATO) related to integration planning.

The ATO is working closely with a dedicated Shire transition team for a structured and coordinated approach. We have had several initial meetings to ensure alignment. Later this month we will meet to launch our joint integration planning teams as we aim for a fourth-quarter close.

Our immediate focus is on high-priority items and Day One must-haves. To help with this planning, team leads have been assigned within each AbbVie function. The team leads are responsible for planning for functional integration, including processes and systems, and ensuring business continuity on Day One. Post-close, they will be responsible for overseeing a smooth transition until we are fully integrated.

Unlike other integrations we have done in the past, we are operating under the UK Takeover Code. That means we may have limited access to Shire data between now and close as well as restrictions on internal and external AbbVie communications during this time period. As we work toward successfully completing this transaction, please keep in mind that we cannot engage in "gun-jumping" a term used to describe certain pre-closing conduct and activities, including the unlawful exchange of competitively sensitive information or the premature integration of the two companies prior to closing. In other words, we must continue to operate as separate entities until the transaction is complete, and we cannot coordinate joint business activities or exchange competitively sensitive information with one another prior to closing.

## Edgar Filing: Shire plc - Form 425

You may be asked to help during the integration planning process, and if so, we appreciate your support. Otherwise, please continue to maintain focus on your current business objectives.

In the spirit of transparency, we will communicate key information and updates as we move forward in

---

the planning process. In the meantime, should you have any questions/comments, please contact your function's team lead as your primary contact or from the ATO: Rachel Strick, director, program management, Kelly Ingold, controller, or Matt Johnson, vice president.

Best regards,

Chris Turek

Vice President, Enterprise Strategies

---

## **No Offer or Solicitation**

This release is provided for informational purposes only and does not constitute an offer to sell, or an invitation to subscribe for, purchase or exchange, any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance, exchange or transfer of the securities referred to in this release in any jurisdiction in contravention of applicable law.

## **Additional Information and Where to Find It**

In furtherance of the combination, AbbVie Private Limited ( New AbbVie ) has filed with the SEC a registration statement on Form S-4 containing a preliminary Proxy Statement of AbbVie that also constitutes a preliminary Prospectus of New AbbVie relating to the New AbbVie Shares to be issued to New AbbVie Stockholders in the combination. In addition, AbbVie, New AbbVie and Shire may file additional documents with the SEC. INVESTORS AND SECURITY HOLDERS OF ABBVIE AND SHIRE ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS, AND OTHER DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE TRANSACTION, CAREFULLY AND IN THEIR ENTIRETY, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Those documents, when filed, as well as AbbVie's and New AbbVie's other public filings with the SEC may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov), at AbbVie's website at [www.abbvieinvestor.com](http://www.abbvieinvestor.com) and at Shire's website at [www.shire.com](http://www.shire.com). AbbVie plans to mail its stockholders the definitive proxy statement/prospectus after the registration statement on Form S-4 is declared effective by the SEC. It is expected that the New AbbVie shares to be issued to Shire shareholders under a scheme of arrangement will be issued in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 3(a)(10) thereof.

## **Participants in the Solicitation**

AbbVie, its directors and certain of its executive officers may be considered participants in the solicitation of proxies in connection with the transactions contemplated by the Proxy Statement/Prospectus. Information about the directors and executive officers of AbbVie is set forth in its Annual Report on Form 10-K for the year ended December 31, 2013, which was filed with the SEC on February 21, 2014, and its proxy statement for its 2014 annual meeting of stockholders, which was filed with the SEC on March 24, 2014. Other information regarding potential participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Proxy Statement/Prospectus when it is filed.

## **Forward-Looking Statements**

This announcement contains certain forward-looking statements with respect to a combination involving AbbVie and Shire. 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 necessary regulatory approvals or stockholder approvals will not be obtained or any of the other conditions to the combination will not be satisfied, adverse effects on the market price of AbbVie Shares and on AbbVie's or Shire's operating results because of a failure to complete the combination, failure to realise the expected benefits of the possible combination, negative effects relating to the announcement of the possible combination or any further announcements relating to the possible combination or the consummation of the possible combination on the market price of AbbVie shares or Shire shares, significant transaction costs and/or unknown liabilities, general economic and business conditions that affect the combined companies following the consummation of the possible combination, 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 combinations or disposals and competitive

## Edgar Filing: Shire plc - Form 425

developments. These forward-looking statements are based on numerous assumptions and assessments made in light of AbbVie's or, as the case may be, Shire'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 release could cause AbbVie's plans with respect to Shire, AbbVie's or Shire'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 release are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this release. Additional information about economic, competitive, governmental, technological and other factors that may affect AbbVie is set forth in Item 1A, Risk Factors, in AbbVie's 2013 Annual Report on Form 10-K and in Item 1A, Risk Factors of Part II of AbbVie's second quarter 2014 Quarterly Report on Form 10-Q, which have been filed with the SEC, the contents of which are not incorporated by reference into, nor do they form part of, this release. Neither AbbVie nor Shire undertakes any obligation to release publicly any revisions to forward-looking statements as a result of subsequent events or developments, except as required by law.

---