

Allergan plc
Form S-4
July 17, 2015
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As filed with the Securities and Exchange Commission on July 17, 2015

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ALLERGAN PLC
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)
1 Grand Canal Square, Docklands

98-1114402
(I.R.S. Employer
Identification Number)

Dublin 2, Ireland

(862) 261-7000

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Brenton L. Saunders

President and Chief Executive Officer

Allergan plc

Morris Corporate Center III

400 Interpace Parkway

Parsippany, NJ 07054

(862) 261-7000

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

A. Robert D. Bailey, Esq.

**Chief Legal Officer and Corporate
Secretary**

Allergan plc

Morris Corporate Center III

400 Interpace Parkway

Parsippany, New Jersey 07054

(862) 261-7000

Keith L. Klein, Esq.

Jeffrey D. Karpf, Esq.

James E. Langston, Esq.

**Cleary Gottlieb Steen & Hamilton
LLP**

One Liberty Plaza

New York, New York 10006

(212) 225-2000

Andrew W. Ment, Esq.

**Covington & Burling LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018-1405**

(212) 841-1000

Alan C. Mendelson, Esq.

General Counsel

Mark V. Roeder, Esq.

KYTHERA Biopharmaceuticals, Inc.

Josh Dubofsky, Esq.

30930 Russell Ranch Road, 3rd Floor

Latham & Watkins LLP

Westlake Village, California 91362

140 Scott Drive

(818) 587-4500

Menlo Park, CA 94025

(650) 328-4600

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ☐

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares, par value \$0.0001 per share	(1)	N/A	\$463,091,108.28 ⁽²⁾	\$53,811.19 ⁽³⁾

- (1) Omitted in reliance on Rule 457(o) of the Securities Act of 1933, as amended (the Securities Act).
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and calculated in accordance with Rule 457(c) and 457(f)(1) of the Securities Act, based on the market value of 31,438,636 shares of KYTHERA common stock (the total number of shares of KYTHERA common stock outstanding or issuable pursuant to options or other equity awards that are outstanding as of July 13, 2015 or that may be granted after such date and prior to completion of the Merger), as established by the average of the high and low sales prices of KYTHERA common stock on The NASDAQ Global Select Market on July 13, 2015 of \$74.73, minus \$1,886,318,160 (the estimated amount of cash to be paid to KYTHERA s stockholders in the Merger).
- (3) Calculated by multiplying the estimated aggregate offering price of securities to be registered by Allergan plc by 0.0001162.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Information contained herein is subject to completion or amendment. A registration statement relating to the Allergan plc ordinary shares to be issued in the Merger has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY PROXY STATEMENT/PROSPECTUS

DATED JULY 17, 2015, SUBJECT TO COMPLETION

PRELIMINARY COPY

KYTHERA LETTER TO STOCKHOLDERS

Dear Stockholders:

You are cordially invited to attend a special meeting of the stockholders of KYTHERA Biopharmaceuticals, Inc. (KYTHERA) to be held on [], 2015 at [] local time, at [] (the special meeting).

As previously announced, on June 17, 2015, Allergan plc (Allergan) entered into an Agreement and Plan of Merger, as amended by Amendment No. 1, dated as of July 1, 2015 (as it may be further amended from time to time, the Merger Agreement) with KYTHERA and Keto Merger Sub, Inc., an indirect wholly owned subsidiary of Allergan (Merger Sub), providing for the merger of Merger Sub with and into KYTHERA (the Merger), with KYTHERA surviving the merger as an indirect wholly owned subsidiary of Allergan. Following the Merger, KYTHERA common stock will be delisted from The NASDAQ Global Select Market (NASDAQ), deregistered under the Securities Exchange Act of 1934, as amended, and cease to be publicly traded. The acquisition of KYTHERA will be effected under Delaware law.

As a result of the Merger, each share of KYTHERA common stock issued and outstanding immediately prior to the Merger (other than shares held by stockholders who properly demand their appraisal rights under Delaware law and shares held by KYTHERA as treasury stock or owned by Allergan, Merger Sub or any of their respective subsidiaries, which will be canceled without consideration, and shares subject to any unvested KYTHERA restricted stock award which is to be assumed by Allergan) will be converted into the right to receive: (1) \$60.00 in cash, without interest and (2) that number of validly issued, fully paid and nonassessable Allergan ordinary shares equal to the quotient determined by dividing \$15.00 by the volume weighted average price of Allergan ordinary shares (as reported by Bloomberg L.P. or, if not reported by Bloomberg L.P., in another authoritative source mutually selected by Allergan and KYTHERA) for a ten trading day period, starting with the opening of trading on the twelfth trading day prior to the closing date of the Merger (the Closing Date) and ending with the closing of trading on the third to last trading day prior to the Closing Date (the Allergan VWAP), and rounding the result to the nearest 1/10,000 of an Allergan ordinary share, with cash to be paid in lieu of fractional shares.

For a description of the consideration that KYTHERA stockholders will receive, see the section entitled *The Merger Agreement Consideration to KYTHERA Stockholders* beginning on page [] of the accompanying proxy statement/prospectus. Allergan ordinary shares trade on the New York Stock Exchange under the symbol AGN, and shares of KYTHERA common stock trade on NASDAQ under the symbol KYTH. KYTHERA stockholders will be entitled to receive \$15.00 in value of Allergan ordinary shares per share of KYTHERA common stock determined using the Allergan VWAP. However, because the Allergan VWAP will be determined over a ten trading day period ending on the third to last trading day prior to the Closing Date, the Allergan VWAP may differ from Allergan's share price as of the Closing Date, and the Allergan VWAP may differ from the value of Allergan ordinary shares based on the price per Allergan ordinary share as of [], 2015 or the price per Allergan ordinary share at the time of the special meeting.

KYTHERA is holding a special meeting to vote on the adoption of the Merger Agreement and related matters. Allergan and KYTHERA cannot complete the proposed Merger unless, among other things, KYTHERA stockholders vote to adopt the Merger Agreement.

Your vote is very important. A failure to vote will have the same effect as a vote AGAINST the adoption of the Merger Agreement. To ensure your representation at the special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please submit your proxy promptly whether or not you expect to attend the special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the special meeting.

The KYTHERA board of directors has unanimously determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, are advisable, fair to, and in the best interests of KYTHERA and the KYTHERA stockholders, has unanimously approved and declared advisable the Merger Agreement and the transactions contemplated thereby, including the Merger, on the terms and subject to the conditions set forth therein, and unanimously recommends that KYTHERA's stockholders vote FOR the adoption of the Merger Agreement.

The obligations of KYTHERA and Allergan to complete the Merger are subject to the satisfaction or waiver of a number of conditions set forth in the Merger Agreement, a copy of which is included as Annex A to the proxy statement/prospectus. The proxy statement/prospectus provides you with detailed information about the proposed Merger. It also contains or references information about KYTHERA and Allergan and certain related matters. **You are encouraged to read this document carefully. In particular, you should read the Risk Factors section beginning on page [] of the accompanying proxy statement/prospectus for a discussion of the risks you should consider in evaluating the proposed transactions and how they will affect you.**

On behalf of the KYTHERA board of directors, thank you for your consideration and continued support.

Sincerely,

Keith R. Leonard, Jr.
President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Merger, the issuance of Allergan ordinary shares in connection with the Merger, or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

The date of this proxy statement/prospectus is [], and it is first being mailed to stockholders of KYTHERA on or about [].

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KYTHERA BIOPHARMACEUTICALS, INC.

30930 RUSSELL RANCH ROAD, 3RD FLOOR

WESTLAKE VILLAGE, CA 91362

NOTICE OF A SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON [], 2015

NOTICE IS HEREBY GIVEN that a special meeting (the special meeting) of the stockholders of KYTHERA Biopharmaceuticals, Inc. (KYTHERA) will be held at [] at [] (local time) on [], 2015 for the following purposes:

1. to adopt the Agreement and Plan of Merger, dated as of June 17, 2015, as amended by Amendment No. 1, dated as of July 1, 2015 (as it may be further amended from time to time, the Merger Agreement), by and among Allergan plc (Allergan), Keto Merger Sub, Inc. and KYTHERA (the Merger Proposal);
 2. to approve the adjournment of the special meeting to another date and place if necessary or appropriate to solicit additional votes in favor of the Merger Proposal (the Adjournment Proposal); and
 3. to approve, on a non-binding, advisory basis, the compensation to be paid to KYTHERA s named executive officers that is based on or otherwise relates to the Merger (the Merger-Related Named Executive Officer Compensation Proposal), as disclosed pursuant to Item 402(t) of Regulation S-K in *The Merger Interests of KYTHERA s Directors and Executive Officers in the Merger Quantification of Payments and Benefits to KYTHERA s Named Executive Officers* beginning on page [] of the accompanying proxy statement/prospectus.
- The approval by KYTHERA stockholders of the Merger Proposal is required to complete the merger (the Merger) described in the accompanying proxy statement/prospectus.

KYTHERA will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The Merger Proposal is described in more detail in the accompanying proxy statement/prospectus, which you should read carefully in its entirety before you vote. A copy of the Merger Agreement is attached as Annex A to the accompanying proxy statement/prospectus.

The KYTHERA board of directors has set [], 2015 as the record date for the special meeting. Only holders of record of shares of KYTHERA common stock at the close of business on [], 2015 will be entitled to notice of and to vote at the special meeting and any adjournments thereof. Any stockholder entitled to attend and vote at the special meeting is entitled to appoint a proxy to attend and vote on such stockholder s behalf. Such proxy need not be a holder of shares of KYTHERA common stock.

Your vote is very important. To ensure your representation at the special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please submit your proxy promptly whether or not you expect to attend the special meeting. Submitting a proxy now will not prevent you from

being able to vote in person at the special meeting.

The KYTHERA board of directors has unanimously approved and declared advisable the Merger Agreement and unanimously recommends that you vote FOR the Merger Proposal, FOR the Adjournment Proposal and FOR the Merger-Related Named Executive Officer Compensation Proposal.

BY ORDER OF THE BOARD OF
DIRECTORS

Keith Klein
Corporate Secretary

Westlake Village, California

[], 2015

PLEASE SUBMIT A PROXY FOR YOUR SHARES OF KYTHERA COMMON STOCK PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR DOING SO ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL (800) 322-2885 (TOLL-FREE) OR (212) 929-5500 (COLLECT).

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ADDITIONAL INFORMATION

The accompanying proxy statement/prospectus incorporates by reference important business and financial information about Allergan and KYTHERA from documents that are not included in or delivered with the accompanying proxy statement/prospectus. This information is available without charge to you upon written or oral request. You can obtain the documents incorporated by reference in the proxy statement/prospectus by requesting them in writing, by email or by telephone from Allergan or KYTHERA at their respective addresses and telephone numbers listed below or by accessing the websites listed below. The information provided on the websites listed below is not a part of the accompanying proxy statement/prospectus and therefore is not incorporated by reference into the accompanying proxy statement/prospectus.

Allergan plc	KYTHERA Biopharmaceuticals, Inc.
Morris Corporate Center III	30930 Russell Ranch Road, 3rd floor
400 Interpace Parkway	Westlake Village, CA 91362
Parsippany, NJ 07054	Attention: Investor Relations
Attention: Investor Relations	Telephone: (818) 587-4500
Telephone: (862) 261-7488	Email: ir@kythera.com
Email: investor.relations@actavis.com	investors.kythera.com/index.cfm
ir.allergan.com	

In addition, if you have questions about the Merger or the KYTHERA special meeting, or if you need to obtain copies of the accompanying proxy statement/prospectus, proxy card or other documents incorporated by reference in the accompanying proxy statement/prospectus, you may contact the KYTHERA proxy solicitation agent at the address and telephone number listed below. You will not be charged for any of the documents you request.

MacKenzie Partners Inc.
105 Madison Avenue
New York, NY 10016
Telephone: (212) 929-5500 (call collect)
or
Toll-Free (800) 322-2885

To obtain timely delivery of these documents before the KYTHERA special meeting, you must request the information no later than [], 2015.

For a more detailed description of the information incorporated by reference in the accompanying proxy statement/prospectus and how you may obtain it, see the section entitled *Where You Can Find More Information* beginning on page [] of the accompanying proxy statement/prospectus.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING

The following are answers to certain questions you may have regarding the Merger and the special meeting of the stockholders of KYTHERA to be held on [], 2015 at [] local time, at [] (referred to in this proxy statement/prospectus as the KYTHERA special meeting). You are urged to read carefully this entire proxy statement/prospectus, because the information in this section may not provide all of the information that might be important to you in determining how to vote. Additional important information is also contained in the Annexes to, and the documents incorporated by reference into, this proxy statement/prospectus. See the section entitled Where You Can Find More Information beginning on page [] of this proxy statement/prospectus. All references in this proxy statement/prospectus to Allergan refer to Allergan plc, an Irish public limited company; all references to Merger Sub refer to Keto Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Allergan; all references to KYTHERA refer to KYTHERA Biopharmaceuticals, Inc., a Delaware corporation; all references to the Merger Agreement refer to the Agreement and Plan of Merger, dated as of June 17, 2015, by and among Allergan, Merger Sub and KYTHERA, as amended by Amendment No. 1, dated as of July 1, 2015, by and among Allergan, Merger Sub and KYTHERA (referred to in this proxy statement/prospectus as Amendment No. 1), as it may be further amended from time to time, a copy of which is included as Annex A to this proxy statement/prospectus; and all references to the Voting Agreement refer to the Stockholder Voting Agreement, dated as of June 17, 2015, by and between Allergan and each of the individuals or entities listed on the signature pages thereto, as it may be amended from time to time, a copy of which is included as Annex B to this proxy statement/prospectus. Unless otherwise indicated, all references to dollars or \$ in this proxy statement/prospectus are references to U.S. dollars. If you are in any doubt about this transaction you should consult an independent financial advisor.

Q: WHAT ARE THE PROPOSED TRANSACTIONS ABOUT WHICH I AM BEING ASKED TO VOTE?

A: Allergan has agreed to acquire KYTHERA under the terms of the Merger Agreement. Pursuant to the Merger Agreement, Merger Sub will merge with and into KYTHERA (which merger is referred to in this proxy statement/prospectus as the Merger), with KYTHERA continuing as the surviving corporation (referred to in this proxy statement/prospectus as the Surviving Corporation). Following the Merger, KYTHERA will be an indirect wholly owned subsidiary of Allergan and the KYTHERA common stock will be delisted from The NASDAQ Global Select Market (referred to in this proxy statement/prospectus as NASDAQ), deregistered under the Securities Exchange Act of 1934, as amended (referred to in this proxy statement/prospectus as the Exchange Act) and cease to be publicly traded.

KYTHERA stockholders are being asked to (i) adopt the Merger Agreement, (ii) approve the adjournment of the KYTHERA special meeting to another date and place if necessary or appropriate to solicit additional votes in favor of adopting the Merger Agreement, and (iii) approve, on a non-binding, advisory basis, the compensation to be paid by KYTHERA to its named executive officers that is based on or otherwise relates to the Merger.

The adoption of the Merger Agreement by the KYTHERA stockholders is a condition to the consummation of the Merger. See the section entitled *The Merger Agreement Conditions to the Consummation of the Merger* beginning on page [] of this proxy statement/prospectus.

Q: WHY AM I RECEIVING THIS PROXY STATEMENT/PROSPECTUS?

A: KYTHERA is sending these materials to its stockholders to help them decide how to vote their shares of KYTHERA common stock with respect to matters to be considered at the KYTHERA special meeting.

The consummation of the Merger requires the approval of the KYTHERA stockholders. To obtain the required stockholder approval, KYTHERA will hold the KYTHERA special meeting at which KYTHERA will ask its

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stockholders to approve (i) the adoption of the Merger Agreement, (ii) the adjournment of the KYTHERA special meeting to another date and place if necessary or appropriate to solicit additional votes in favor of adopting the Merger Agreement, and (iii) a non-binding, advisory proposal relating to the compensation to be paid by KYTHERA to its named executive officers that is based on or otherwise relates to the Merger. Further information about the KYTHERA special meeting and the Merger is contained in this proxy statement/prospectus. The Merger is not conditioned on the approval of the adjournment of the KYTHERA special meeting or the compensation payable to KYTHERA's named executive officers that is based on or otherwise relates to the Merger.

This proxy statement/prospectus constitutes both a proxy statement of KYTHERA and a prospectus of Allergan. It is a proxy statement because the board of directors of KYTHERA (referred to in this proxy statement/prospectus as the KYTHERA Board) is soliciting proxies from its stockholders in connection with the KYTHERA special meeting using this proxy statement/prospectus. It is a prospectus because Allergan, in connection with the Merger Agreement, is offering its ordinary shares in partial exchange for the outstanding shares of KYTHERA common stock in the Merger.

The enclosed proxy materials allow you to grant a proxy or vote your shares by telephone or Internet without attending the KYTHERA special meeting in person.

Your vote is very important. You are encouraged to submit your proxy or vote your shares by telephone or Internet as soon as possible, even if you do plan to attend the KYTHERA special meeting in person.

For the avoidance of doubt, this proxy statement/prospectus is not intended to be and is not a prospectus for the purposes of the Investment Funds, Companies and Miscellaneous Provisions Act of 2005 of Ireland (referred to in this proxy statement/prospectus as the 2005 Act), the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland (as amended) or the Prospectus Rules issued under the 2005 Act, and the Central Bank of Ireland has not approved this proxy statement/prospectus.

Q: WHAT WILL KYTHERA STOCKHOLDERS RECEIVE IN THE MERGER?

A: As a result of the Merger, each share of KYTHERA common stock issued and outstanding immediately prior to the effective time of the Merger, other than (i) any shares held by KYTHERA as treasury stock or owned by Allergan or Merger Sub or any of their respective subsidiaries, which will be canceled without consideration, and any shares subject to any unvested KYTHERA restricted stock award which is to be assumed by Allergan in the Merger (the shares described in (i) are referred to in this proxy statement/prospectus as excluded shares) and (ii) shares of KYTHERA common stock held by KYTHERA stockholders who have properly demanded appraisal and otherwise complied with applicable Delaware law and not effectively withdrawn any demand for, or lost the right to, appraisal under Delaware law, which will become entitled to the payment of the fair value of such shares determined in accordance with Delaware law as described under the section entitled *Appraisal Rights* beginning on page [] of this proxy statement/prospectus (the shares described in (ii) are referred to in this proxy statement/prospectus as dissenting shares), will be converted into the right to receive (1) \$60.00 in cash, without interest (referred to in this proxy statement/prospectus as the Cash Consideration Portion) and (2) that number of validly issued, fully paid and nonassessable ordinary shares of Allergan (referred to in this proxy statement/prospectus as Allergan ordinary shares) equal to the quotient determined by dividing \$15.00 by the volume weighted average price of Allergan ordinary shares (as reported by Bloomberg L.P. or, if not reported by Bloomberg L.P., in another authoritative source mutually selected by Allergan and KYTHERA) for a ten trading day period, starting with the opening of trading on the twelfth trading day prior to the closing date of the Merger (referred to in this proxy statement/prospectus as the Closing Date) and ending with the closing of trading on the third to last trading day prior to the Closing Date (such volume weighted

average price of Allergan ordinary shares is referred to in this proxy statement/prospectus as the Allergan VWAP), and rounding the result to the nearest 1/10,000 of an Allergan ordinary share (referred to in this proxy statement/prospectus as the Stock Consideration Portion and, collectively with the Cash Consideration Portion, referred to in this proxy statement/prospectus as the Merger Consideration).

