

ELAN CORP PLC  
Form SC14D9C  
March 13, 2013

---

---

SECURITIES, AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

—————  
SCHEDULE 14D-9

SOLICITATION/RECOMMENDATION STATEMENT  
PURSUANT TO SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

ELAN CORPORATION, PLC  
(Name of Subject Company)

ELAN CORPORATION, PLC  
(Names of Person Filing Statement)

—————  
Ordinary Shares, par value €0.05 each  
(Title of Class of Securities)

—————  
G29539106  
(CUSIP Number of Class of Securities)

—————  
American Depositary Shares, each representing one Ordinary Share  
(Title of Class of Securities)

—————  
284131208  
(CUSIP Number of Class of Securities)

—————  
William F. Daniel  
Elan Corporation, plc  
Treasury Building  
Dublin 2, Ireland  
011-353-1-709-4000

(Name, Address and Telephone Number of Person Authorized to  
Receive  
Notice and Communications on Behalf of the Person Filing

Statement)

Copies to:

Christopher T. Cox, Esq.  
Cadwalader, Wickersham & Taft  
LLP  
One World Financial Center  
New York, New York 10281  
(212) 504-6000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

---

Additional Information

The announcements filed as Exhibits hereto do not constitute a recommendation, an offer to purchase or a solicitation of an offer to sell any Ordinary Shares or American Depositary Shares of Elan Corporation, plc (the “Company”) or any other securities. No tender offer for the shares of the Company has been commenced by RP Management, LLC (“Royalty Pharma”) at this time. If such a tender offer is commenced, the Company will file a solicitation/recommendation statement on Schedule 14D-9 with the U.S. Securities and Exchange Commission (“SEC”). INVESTORS AND SHAREHOLDERS OF THE COMPANY ARE URGED TO READ THE SOLICITATION/RECOMMENDATION STATEMENT AND ANY RELATED DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY, AS THEY MAY BE AMENDED FROM TIME TO TIME (IF AND WHEN THEY BECOME AVAILABLE) BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and shareholders may obtain a free copy of these documents (when available) and other documents filed with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) or by directing such requests to Elan Corporation, plc, Treasury Building, Dublin 2, Ireland, Attention: Investor Relations.

Exhibit No. Document

- 99.1 Press release dated February 25, 2013 titled:  
“Elan’s Response to Indication of Interest”
  
- 99.2 Press release dated March 6, 2013 titled:  
“Elan’s Response to Royalty Pharma Statement of Today”