

Edgar Filing: Shire plc - Form 425

Shire plc  
Form 425  
July 03, 2014

Filed by AbbVie Inc.

Pursuant to Rule 425

Under the Securities Act of 1933

Subject Company: Shire plc

Commission File No.: 0-29630

On July 3, 2014, AbbVie made the following information available at

<http://www.abbvieinvestor.com/phoenix.zhtml?c=251551&p=irol-disclaimer-documents>:

**FORM 8 (OPD)**

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**

**Rules 8.1 and 8.2 of the Takeover Code (the Code )**

**1. KEY INFORMATION**

- |                                                                                                                                                                  |                  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|
| (a) Identity of the party to the offer making the disclosure:                                                                                                    | AbbVie Inc.      |
| (b) Owner or controller of interests and short positions disclosed, if different from 1(a):<br><i>The naming of nominee or vehicle companies is insufficient</i> | N/A              |
| (c) Name of offeror/offeree in relation to whose relevant securities this form relates:<br><i>Use a separate form for each party to the offer</i>                | AbbVie Inc.      |
| (d) Is the party to the offer making the disclosure the offeror or the offeree?                                                                                  | OFFEROR          |
| (e) Date position held:                                                                                                                                          | 2 July 2014      |
| (f) Has the party previously disclosed, or is it today disclosing, under the Code in respect of any other party to this offer?                                   | YES<br>Shire plc |

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

- (a) **Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

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Class of relevant security:	Number	Interests	Common stock		
			%	Number	Short positions
					%
(1) <b>Relevant securities owned and/or controlled:</b>		Nil			Nil
(2) <b>Derivatives (other than options):</b>		Nil			Nil
(3) <b>Options and agreements to purchase/sell:</b>		Nil			Nil
<b>TOTAL:</b>		Nil			Nil

All interests and all short positions should be disclosed.

Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) **Rights to subscribe for new securities**

Class of relevant security in relation to which subscription right exists: None  
 Details, including nature of the rights concerned and relevant percentages: N/A

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in I(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(c) Irrevocable commitments and letters of intent**

**Details of any irrevocable commitments or letters of intent procured by the party to the offer making the disclosure or any person acting in concert with it (see Note 3 on Rule 2.11 of the Code):**

None

**3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

**Details of any interests, short positions and rights to subscribe of any person acting in concert with the party to the offer making the disclosure:**

See below

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in I(c), copy table 3 for each additional class of relevant security.*

*Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

**3.1 AbbVie Directors**

<b>Name of Director</b>	<b>Number of Shares of Common Stock held(1)</b>	<b>Percentage of total issued common stock of</b>
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		1,591,910,310 shares (excluding treasury shares)(2)	
Roxanne S. Austin	6,844		0.00%
Richard Gonzalez	41,655		0.00%
Edward M. Liddy	1,135		0.00%
Edward J. Rapp	2,500		0.00%
Roy S. Roberts	20,000		0.00%
Glenn F. Tilton	7,350		0.00%
Frederick H. Waddell	2,000		0.00%

**3.2 AbbVie Directors Stock Options and Units**

Richard A. Gonzalez holds the following stock options:

<b>Name of Director</b>	<b>Number of Outstanding Options(3)</b>
Richard A. Gonzalez	951,493

The AbbVie directors listed below hold the following Restricted Stock Units:

<b>Name of Director</b>	<b>Number of Restricted Stock Units(4) held</b>
Robert J. Alpern	13,858
Roxanne S. Austin	21,521
William H.L. Burnside	5,299
Richard A. Gonzalez	344,673
Edward M. Liddy	9,285
Edward J. Rapp	5,299
Roy S. Roberts	5,299
Glenn F. Tilton	17,505
Frederick H. Waddell	5,299

The AbbVie directors listed below hold the following Stock Equivalent Units:

<b>Name of Director</b>	<b>Number of Stock Equivalent Units(5) held</b>
Robert J. Alpern	3,578
Edward M. Liddy	10,681
Edward J. Rapp	4,291
Glenn F. Tilton	18,671

**3.3 The AbbVie Foundation(6) holds the following shares of common stock:**

	<b>Number of Shares of Common Stock held</b>	<b>Percentage of total issued common stock of 1,591,910,310 shares (excluding treasury shares)</b>
The AbbVie Foundation	544,449	0.03%

**3.4 The AbbVie Savings Plan (401(k)) and the AbbVie Puerto Rico Savings Plan (401(k)) held the following shares of common stock as at 13 June 2014(7):**

	Number of Shares of Common Stock held as at 13 June 2014
AbbVie Savings Plan (401(k))	13,527,633.772
AbbVie Puerto Rico Savings Plan (401(k))	1,749,351.199

**3.5 Advisers non-exempt interests(8)**

Fiduciary position of J.P. Morgan Trust Company of Delaware

	Number of Shares of Common Stock held	Percentage of total issued common stock of 1,591,910,310 shares (excluding treasury shares)
J.P. Morgan Trust Company of Delaware	48,213	0.00%

**4. OTHER INFORMATION**

**(a) Indemnity and other dealing arrangements**

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:**

*If there are no such agreements, arrangements or understandings, state none*

None

**(b) Agreements, arrangements or understandings relating to options or derivatives**

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:**

**(i) the voting rights of any relevant securities under any option; or**

**(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:**

*If there are no such agreements, arrangements or understandings, state none*

None

(c) **Attachments**

**Are any Supplemental Forms attached?**

**Supplemental Form 8 (Open Positions)**  
**Supplemental Form 8 (SBL)**

NO  
NO

**Date of disclosure:** 3 July 2014  
**Contact name:** Dwayne Lysaght / James Robinson  
**Telephone number:** (London, Tel: +44 207 742 4000)

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*

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(1) Includes shares of AbbVie common stock held by the directors and, to their knowledge after inquiry, their close relatives (whether directly or in trust).

(2) At the close of business on 2 July 2014, AbbVie had 1,591,910,310 shares of AbbVie common stock in issue and admitted to trading on the New York Stock Exchange under the International Securities Identification Number (ISIN) US00287Y1091, excluding shares of common stock held in treasury.

(3) AbbVie employee stock options, including vested and unvested options. When vested, the holder is entitled to purchase one share of AbbVie common stock at a price per share equal to the closing market price of AbbVie stock on the grant date.

(4) Restricted stock units are awarded under the AbbVie 2013 Incentive Stock Program (the "Program"). Participants will be paid, on a one-for-one basis, in shares of AbbVie common stock on the earlier of the date of the director's separation from service, death, or the occurrence of a change in control (as defined in the Program).

(5) Stock equivalent units represent director fees credited to a stock equivalent unit account established by the director and paid, in cash, generally at age 65 or upon retirement from the board. The stock equivalent units earn the same return as if the fees were invested in AbbVie stock.



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(6) The AbbVie Foundation is a separate legal entity which is tax-exempt under section 501(c)(3) of the United States Internal Revenue Code and formed for charitable related purposes. The assets of the AbbVie Foundation are managed by its board of directors.

(7) If a US plan participant does not direct the voting of their shares, the investment committee has the authority to direct the voting for those shares. In the Puerto Rico plan, the investment committee directs the voting for all participants, unless the matter to be voted on could materially affect the interests of the participants in which case votes are solicited from the participants. However, in both the US and Puerto Rico plans, only the participants may determine whether to tender in a tender offer.

(8) The information in section 3.5 was provided to AbbVie by J.P. Morgan Limited

*Additional Information*

This document 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 document in any jurisdiction in contravention of applicable law. Subject to future developments, AbbVie may file a registration statement and/or tender offer documents with the SEC in connection with a combination. Holders of Shire and/or AbbVie shares should read those filings, and any other filings made by AbbVie with the SEC in connection with the combination, as they will contain important information. Those documents, if and when filed, as well as 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) and at AbbVie's website at [www.abbvieinvestor.com](http://www.abbvieinvestor.com).