

Mylan N.V.  
Form S-4/A  
September 09, 2015  
Table of Contents

As filed with the Securities and Exchange Commission on September 9, 2015

Registration No. 333-203873

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

**Amendment No. 5 to the**  
**Form S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Mylan N.V.**  
**(Exact Name of Registrant as Specified in its Charter)**

**The Netherlands**  
**(State or Other Jurisdiction of**

**2834**  
**(Primary Standard Industrial**

**98-1189497**  
**(I.R.S. Employer**

<b>Incorporation or Organization)</b>	<b>Classification Code Number)</b>	<b>Identification Number)</b>
	<b>Building 4, Trident Place</b>	
	<b>Mosquito Way, Hatfield</b>	
	<b>Hertfordshire, AL10 9UL England</b>	
	<b>Tel: +44 (0) 1707-853-000</b>	

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Joseph F. Haggerty**

**Corporate Secretary**

**Mylan N.V.**

**c/o Mylan Inc.**

**1000 Mylan Boulevard**

**Canonsburg, Pennsylvania 15317**

**Tel: (724) 514-1800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

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**Vice President, Associate General Counsel,**

**Securities and Assistant Secretary**

**Mylan N.V.**

**c/o Mylan Inc.**

**1000 Mylan Boulevard**

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**Approximate date of commencement of proposed sale of securities to the public:** Pursuant to Rule 162 under the Securities Act, the offer described herein will commence as soon as practicable after the date of this Registration Statement. The offer cannot, however, be completed prior to the time this Registration Statement becomes effective. Accordingly, any actual sale or purchase of securities pursuant to the offer will occur only after this Registration Statement is effective, subject to the conditions set forth in this Registration Statement.

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.

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	Proposed Maximum Offering Price	Proposed Maximum Aggregate	Amount of Registration Fee <sup>(3)</sup>
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	<b>to be Registered<sup>(1)</sup></b>	<b>Per Share</b>	<b>Offering Price<sup>(2)</sup></b>	
Ordinary shares, nominal value 0.01 per share	3,071,544	N/A	\$140,576,565.31	\$16,335.00

- (1) Represents only the additional number of Mylan N.V. shares being registered. Does not include the securities that Mylan N.V. previously paid a filing fee to register in the registration statement on Form S-4 filed on May 5, 2015.
- (2) Pursuant to Rule 457(c) and Rule 457(f) under the Securities Act, and solely for the purpose of calculating the registration fee for the additional Mylan N.V. shares, the market value of the securities to be received was calculated as the product of (i) 1,335,454 Perrigo Company plc ordinary shares and (ii) the average of the high and low sales prices of Perrigo Company plc ordinary shares as reported on the New York Stock Exchange on September 1, 2015 (\$180.27), minus \$100,159,050.00, the estimated maximum aggregate amount of cash to be paid by Mylan N.V. in the offer or a compulsory acquisition in exchange for such securities.
- (3) Calculated as a product of the proposed maximum aggregate offering price and 0.00011620.

**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 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents**

**The information contained in this prospectus/offer to exchange may be changed. Mylan N.V. may not complete the offer and issue these securities until the registration statement filed with the U.S. Securities and Exchange Commission is effective. This prospectus/offer to exchange is not an offer to sell these securities, and Mylan N.V. is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**PRELIMINARY SUBJECT TO COMPLETION DATED SEPTEMBER 9, 2015**

**Offer to Exchange**  
**Each Outstanding Ordinary Share**  
**of**  
**Perrigo Company plc**  
**for**  
**\$75.00 in Cash and**  
**2.3 Mylan N.V. Ordinary Shares**  
**by**  
**MYLAN N.V.**

Mylan N.V., a public limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands (Mylan), is offering, upon the terms and subject to the conditions set forth in this prospectus/offer to exchange and in the accompanying letter of transmittal, to exchange each of the issued and outstanding ordinary shares, par value 0.001 per ordinary share (Perrigo ordinary shares), of Perrigo Company plc, a public limited company incorporated under the laws of Ireland (Perrigo), for (i) \$75.00 in cash, without interest and less any required withholding taxes, and (ii) 2.3 ordinary shares, nominal value 0.01 per share, of Mylan (Mylan ordinary shares). Mylan's obligation to accept for exchange, and to exchange, Perrigo ordinary shares for Mylan ordinary shares is subject to terms and conditions which are described in Appendix I to this prospectus/offer to exchange.

THE OFFER AND THE WITHDRAWAL RIGHTS WILL EXPIRE AT 1:00 P.M. (IRISH TIME)/8:00 A.M. (NEW YORK CITY TIME), ON NOVEMBER 13, 2015, OR THE EXPIRATION DATE, UNLESS EXTENDED. SHARES TENDERED PURSUANT TO THE OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE

EXPIRATION DATE, BUT NOT DURING ANY SUBSEQUENT OFFER PERIOD. SEE THE OFFER BEGINNING ON PAGE 45 OF THIS PROSPECTUS/OFFER TO EXCHANGE.

Mylan ordinary shares are listed on the NASDAQ Global Select Market ( NASDAQ ) under the symbol MYL. Perrigo ordinary shares are listed on the New York Stock Exchange ( NYSE ) and the Tel Aviv Stock Exchange ( TASE ) under the symbol PRGO.

**FOR A DISCUSSION OF RISKS AND OTHER FACTORS THAT YOU SHOULD CONSIDER IN CONNECTION WITH THE OFFER, PLEASE CAREFULLY READ THE SECTION OF THIS PROSPECTUS/OFFER TO EXCHANGE ENTITLED RISK FACTORS BEGINNING ON PAGE 22 OF THIS PROSPECTUS/OFFER TO EXCHANGE.**

Mylan has not authorized any person to provide any information or to make any representation in connection with the offer other than the information contained or incorporated by reference in this prospectus/offer to exchange, and if any person provides any of this information or makes any representation of this kind, that information or representation must not be relied upon as having been authorized by Mylan.

MYLAN IS NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND A PROXY TO MYLAN.

**Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus/offer to exchange. Any representation to the contrary is a criminal offense.**

**The date of this prospectus/offer to exchange is September [ ], 2015**

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**Table of Contents**

THIS PROSPECTUS/OFFER TO EXCHANGE INCORPORATES BY REFERENCE IMPORTANT BUSINESS AND FINANCIAL INFORMATION ABOUT MYLAN AND PERRIGO FROM DOCUMENTS THAT EACH COMPANY HAS FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION, REFERRED TO AS THE SEC, BUT WHICH HAVE NOT BEEN INCLUDED IN OR DELIVERED WITH THIS PROSPECTUS/OFFER TO EXCHANGE.

**THIS INFORMATION IS AVAILABLE AT THE INTERNET WEBSITE THE SEC MAINTAINS AT *WWW.SEC.GOV*, AS WELL AS FROM OTHER SOURCES. SEE THE SECTION OF THIS PROSPECTUS/OFFER TO EXCHANGE ENTITLED WHERE YOU CAN FIND MORE INFORMATION BEGINNING ON PAGE 165 OF THIS PROSPECTUS/OFFER TO EXCHANGE. YOU ALSO MAY REQUEST COPIES OF THESE DOCUMENTS FROM MYLAN, WITHOUT CHARGE, UPON WRITTEN OR ORAL REQUEST TO MYLAN'S INFORMATION AGENT AT ITS ADDRESS OR TELEPHONE NUMBER SET FORTH ON THE BACK COVER OF THIS PROSPECTUS/OFFER TO EXCHANGE. IN ORDER TO RECEIVE TIMELY DELIVERY OF THE DOCUMENTS, YOU MUST MAKE YOUR REQUEST NO LATER THAN NOVEMBER 6, 2015, WHICH IS FIVE BUSINESS DAYS PRIOR TO THE EXPIRATION DATE.**

The offer is being made solely by this prospectus/offer to exchange and the accompanying letter of transmittal, and any amendments or supplements thereto, and is being made to all holders of Perrigo ordinary shares. Mylan is not aware of any State within the United States where the making of the offer or the tender of Perrigo ordinary shares in connection therewith would not be in compliance with the laws of such State. If Mylan becomes aware of any State in which the making of the offer or the tender of Perrigo ordinary shares in connection therewith would not be in compliance with applicable law, Mylan will make a good faith effort to comply with any such law. If, after such good faith effort, Mylan cannot comply with any such law, the offer will not be made to (nor will tenders be accepted from or on behalf of) the holders of Perrigo ordinary shares in such State. In any jurisdiction where the securities, blue sky or other laws require the offer to be made by a licensed broker or dealer, the offer shall be deemed to be made on behalf of Mylan by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in doubt about this offer, you should consult an independent financial adviser who, if you are taking advice in Ireland, is authorised or exempted under the European Communities (Markets in Financial Instruments) Regulations 2007 (S.I. No. 60 of 2007).**

Mylan reserves the right, with the consent of the Irish Takeover Panel (the Irish Takeover Panel), to elect to implement the acquisition of the Perrigo ordinary shares by way of a scheme of arrangement under Sections 449 to 455 of the Companies Act 2014 of Ireland, as the case may be. In such event, the scheme of arrangement will be implemented on the same terms (subject to appropriate amendments), so far as applicable, as those which would apply to the offer. In particular, condition (a) to the offer will not apply and the scheme of arrangement will become effective and binding on the following:

- (i) approval at a court meeting or any separate class meeting, if applicable, which may be required by the court (or any adjournment thereof) by a majority in number of the holders of Perrigo ordinary shares present and voting, either in person or by proxy, representing 75% or more in value of the Perrigo ordinary shares held by such holders;

- (ii) the resolutions required to approve and implement the scheme of arrangement and any related reduction of capital and amendments to Perrigo's memorandum and articles of association, to be set out in a notice of extraordinary general meeting of the holders of the Perrigo ordinary shares, being passed by the requisite majority at such extraordinary general meeting;
- (iii) the sanction of the scheme of arrangement and confirmation of any reduction of capital involved therein by the court (in both cases with or without modifications, on terms reasonably acceptable to Mylan); and
- (iv) office copies of the orders of the court sanctioning the scheme of arrangement and confirming the reduction of capital involved therein and the minute required by Section 86 of the Companies Act 2014 of Ireland in respect of the reduction of capital being delivered for registration to the Registrar of Companies in Ireland and the orders and minute confirming the reduction of capital involved in the scheme of arrangement being registered by the Registrar of Companies in Ireland.



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**Table of Contents**

**NOTE ON INFORMATION CONCERNING PERRIGO**

We have taken all information concerning Perrigo, its business, management and operations contained or incorporated by reference in this prospectus/offer to exchange from publicly available information. This information may be examined and copies may be obtained at the places and in the manner set forth in the section of this prospectus/offer to exchange entitled "Where You Can Find More Information" beginning on page 165. We are not affiliated with Perrigo, and we have not had the cooperation of Perrigo's management, advisors or auditors or due diligence access to Perrigo or its business or management. Therefore, non-public information concerning Perrigo's business and financial condition was not available to us for the purpose of preparing this prospectus/offer to exchange. Although we have no knowledge that would indicate that any information or statements relating to Perrigo contained or incorporated by reference in this prospectus/offer to exchange are inaccurate or incomplete, we were not involved in the preparation of the information or the statements and cannot verify them.

Any financial information regarding Perrigo that may be detrimental to Mylan and its subsidiaries, including Perrigo, after completion of the offer, and that has not been publicly disclosed by Perrigo, or errors in our estimates due to the lack of cooperation from Perrigo, may have an adverse effect on the benefits we expect to achieve through the consummation of the offer.

Pursuant to Rule 409 under the Securities Act of 1933, as amended (the "Securities Act"), and Rule 12b-21 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are requesting that Perrigo provide us with information required for complete disclosure regarding Perrigo's businesses, operations, financial condition and management. If we receive the information before the offer expires and we consider it to be material, reliable and appropriate, then we will amend or supplement this prospectus/offer to exchange to provide this information.

Auditor's reports were issued on Perrigo's financial statements as of and for the year ended June 27, 2015 and included in Perrigo's filings with the SEC. Pursuant to Rule 439 under the Securities Act, we are required to obtain the consent of Perrigo's independent registered public accounting firm to incorporate by reference their audit reports included in Perrigo's Annual Report on Form 10-K for the fiscal year ended June 27, 2015 into this prospectus/offer to exchange or to refer to them by name in this prospectus/offer to exchange. The SEC has granted Mylan dispensation from such consent requirement pursuant to Rule 437 under the Securities Act. We have requested consent from Perrigo's independent registered public accounting firm and, as of the date hereof, have not received such consent. If we receive this consent, we will promptly file it as an exhibit to our registration statement of which this prospectus/offer to exchange forms a part. Because we have not been able to obtain the consent of Perrigo's independent registered public accounting firm to incorporate by reference their audit reports, you may not be able to assert a claim against Perrigo's independent registered public accounting firm under Section 11 of the Securities Act for any untrue statements of a material fact contained in the financial statements audited by Perrigo's independent registered public accounting firm or any omissions to state a material fact required to be stated therein.

An auditor's report was issued on Omega Pharma Invest N.V.'s ("Omega") financial statements as of and for the year ended December 31, 2014 included in Appendix IV to this prospectus/offer to exchange. Pursuant to Rule 436 under the Securities Act, we are required to obtain the consent of Omega's statutory audit firm to include in this prospectus/offer to exchange their audit report with respect to Omega's financial statements as of and for the year ended December 31, 2014 and to refer to them by name in this prospectus/offer to exchange. The SEC has granted Mylan dispensation from such consent requirement pursuant to Rule 437 under the Securities Act. We have requested consent from Omega's statutory audit firm and, as of the date hereof, have not received such consent. If we receive this consent, we will promptly file it as an exhibit to our registration statement of which this prospectus/offer to exchange forms a part. Because we have not been able to obtain the consent of Omega's statutory audit firm to include their audit reports, you may not be able to assert a claim against Omega's statutory audit firm under Section 11 of the Securities

Act for any untrue statements of a material fact contained in the financial statements audited by Omega's statutory audit firm or any omissions to state a material fact required to be stated therein.

**Table of Contents**

**IMPORTANT DATES AND TIMES**

You should take note of the dates and times set forth in the table below in connection with the offer. These dates and times may change in accordance with the terms and conditions of the offer, as described in this prospectus/offer to exchange.

<b>Event</b>	<b>Time and/or date</b>
Mylan extraordinary general meeting of shareholders	August 28, 2015
Mailing of this prospectus/offer to exchange and transmittal materials and publication of the other offer documents; beginning of the initial offer period	September 14, 2015
Latest time and date for Perrigo shareholders to accept the offer	1:00 p.m. (Irish Time) 8:00 a.m. (New York City Time), on November 13, 2015
Payment of consideration to Perrigo shareholders who accept during the offer period (the Settlement Date )	On or about November 18, 2015
Mylan ordinary shares to be issued in the offer begin trading on the NASDAQ	On or about the Settlement Date
If the offer becomes or is declared wholly unconditional and sufficient acceptances have been received, Mylan intends to apply the provisions of Sections 456 to 460 of the Companies Act 2014 of Ireland to acquire compulsorily any outstanding Perrigo ordinary shares not acquired or agreed to be acquired pursuant to the offer or otherwise.	

**Table of Contents**

**TABLE OF CONTENTS**

	<b>Page</b>
<u>NOTE ON INFORMATION CONCERNING PERRIGO</u>	i
<u>IMPORTANT DATES AND TIMES</u>	ii
<u>QUESTIONS AND ANSWERS ABOUT THE OFFER</u>	vi
<u>SUMMARY OF THE OFFER</u>	1
<u>The Companies</u>	1
<u>The Offer</u>	1
<u>Certain Conditions of the Offer</u>	2
<u>Reasons for the Offer</u>	3
<u>Financing of the Offer: Source and Amount of Funds</u>	5
<u>Ownership of Mylan After the Offer</u>	5
<u>Comparative Market Price and Dividend Information</u>	5
<u>Appraisal/Dissenters' Rights</u>	6
<u>Material Tax Considerations</u>	6
<u>Accounting Treatment</u>	7
<u>Regulatory Approvals; Certain Other Legal Matters</u>	7
<u>Effect of the Offer on the Market for Perrigo Ordinary Shares; NYSE and TASE Listing; Registration Under the Exchange Act; Margin Regulations</u>	8
<u>Comparison of Shareholders' Rights</u>	8
<u>Expiration Date of the Offer</u>	8
<u>Extension, Termination and Amendment</u>	8
<u>Procedure for Tendering</u>	9
<u>Withdrawal Rights</u>	9
<u>Acceptance for Exchange, and Exchange, of Perrigo Ordinary Shares; Delivery of Mylan Ordinary Shares</u>	9
<u>Risk Factors</u>	10
<u>General</u>	10
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION FOR MYLAN</u>	11
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION FOR PERRIGO</u>	13
<u>SELECTED HISTORICAL FINANCIAL INFORMATION OF THE ACQUIRED EPD BUSINESS</u>	15
<u>SELECTED UNAUDITED PRO FORMA FINANCIAL INFORMATION</u>	16
<u>HISTORICAL AND PRO FORMA PER SHARE INFORMATION</u>	19
<u>COMPARATIVE MARKET PRICE AND DIVIDEND INFORMATION</u>	21
<u>RISK FACTORS</u>	22
<u>Risks Related to Mylan Following Completion of the Offer</u>	22

<u>Risks Related to the Offer</u>	27
<u>Risks Related to Mylan's Business</u>	33
<u>Risks Related to Perrigo's Business</u>	34

**Table of Contents**

	<b>Page</b>
<u>THE COMPANIES</u>	35
<u>Mylan</u>	35
<u>Perrigo</u>	35
<u>BACKGROUND AND REASONS FOR THE OFFER</u>	36
<u>Background of the Offer</u>	36
<u>Reasons for the Offer</u>	42
<u>THE OFFER</u>	45
<u>Expiration Date of the Offer</u>	46
<u>Extension, Termination and Amendment</u>	46
<u>Acceptance for Exchange, and Exchange, of Perrigo Ordinary Shares; Delivery of Mylan Ordinary Shares</u>	48
<u>Fractional Mylan Ordinary Shares</u>	49
<u>Procedure for Tendering</u>	49
<u>Matters Concerning Validity and Eligibility: Appointment as Proxy</u>	51
<u>Withdrawal Rights</u>	52
<u>Announcement of Results of the Offer</u>	53
<u>Certain Conditions of the Offer</u>	54
<u>Ownership of Mylan After the Offer</u>	55
<u>Material Tax Considerations</u>	56
<u>Acquisition of Any Remaining Perrigo Ordinary Shares Following Consummation of the Offer</u>	72
<u>Appraisal/Dissenters' Rights</u>	74
<u>Convertible Securities and Rights under Perrigo Share Plans</u>	74
<u>Plans for Perrigo</u>	74
<u>Effect of the Offer on the Market for Perrigo Ordinary Shares; NYSE and TASE Listing; Registration Under the Exchange Act; Margin Regulations</u>	77
<u>Financing of the Offer; Source and Amount of Funds</u>	79
<u>Security Ownership of Certain Beneficial Owners and Management of Mylan</u>	82
<u>Regulatory Approvals; Certain Other Legal Matters</u>	85
<u>Certain Relationships with Perrigo and Interests of Mylan in the Offer</u>	87
<u>Fees and Expenses</u>	88
<u>Accounting Treatment</u>	89
<u>DESCRIPTION OF ORDINARY SHARES</u>	90
<u>Issuance of Shares</u>	90
<u>Pre-emptive Rights</u>	90
<u>Composition of Our Board</u>	91
<u>Election and Removal of Directors</u>	91
<u>Transfer of Shares</u>	92

<u>Form of Shares</u>	92
<u>Repurchase of Our Shares</u>	92

**Table of Contents**

	<b>Page</b>
<u>Capital Reduction</u>	92
<u>Dividends and Other Distributions</u>	92
<u>Annual Meeting of Our Shareholders</u>	93
<u>Extraordinary Meetings of Our Shareholders</u>	93
<u>Advance Notice Procedures for a Shareholder Proposal</u>	93
<u>Voting Rights</u>	93
<u>Amendment of Our Articles</u>	94
<u>Duties of Directors</u>	94
<u>Limitations on Liability of Directors</u>	95
<u>Indemnification of Directors and Officers</u>	95
<u>Forum Selection</u>	96
<u>Compensation of Directors</u>	96
<u>Protective Measures</u>	96
<u>Approval of Certain Transactions</u>	97
<u>Squeeze-Out</u>	97
<u>Dissolution/Liquidation</u>	98
<u>Listing</u>	98
<u>COMPARISON OF SHAREHOLDERS' RIGHTS</u>	99
<u>UNAUDITED PRO FORMA FINANCIAL INFORMATION</u>	132
<u>FORWARD-LOOKING STATEMENTS</u>	159
<u>LEGAL MATTERS</u>	161
<u>RESPONSIBILITY STATEMENT</u>	161
<u>DEALING DISCLOSURE REQUIREMENTS</u>	161
<u>NO PROFIT FORECAST/ASSET VALUATION</u>	162
<u>EXPERTS</u>	163
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	165
<u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>	166
<u>ENFORCEABILITY OF CIVIL LIABILITIES</u>	168
SCHEDULE I	
<u>DIRECTORS AND EXECUTIVE OFFICERS OF MYLAN</u>	S-1
APPENDIX I	
<u>CONDITIONS TO AND CERTAIN FURTHER TERMS OF THE OFFER</u>	I-1
APPENDIX II	
<u>ADDITIONAL INFORMATION</u>	II-1
APPENDIX III	
<u>PROFIT FORECAST</u>	III-1
APPENDIX IV	



AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF OMEGA AS OF AND FOR THE YEAR  
ENDED DECEMBER 31, 2014

IV-1

v

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**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT THE OFFER**

*This section includes some of the questions that you, as a holder of the ordinary shares Perrigo Company plc, or Perrigo, may have regarding the offer, along with answers to those questions. This section and the section of this prospectus/offer to exchange entitled Summary of the Offer together provide a summary of the material terms of the offer. These sections highlight selected information from this prospectus/offer to exchange, but do not contain all of the information that may be important to you. To better understand the offer, you should read this entire prospectus/offer to exchange, including the appendices, carefully, as well as those additional documents incorporated by reference or referred to in this prospectus/offer to exchange. You may obtain the information incorporated by reference into this prospectus/offer to exchange by following the instructions in the section of this prospectus/offer to exchange entitled Where You Can Find More Information beginning on page 165 of this prospectus/offer to exchange.*

*References in this prospectus/offer to exchange to Mylan, we, us and our refer to Mylan N.V. and, where applicable, its subsidiaries.*

**1. Who is offering to acquire my Perrigo ordinary shares?**

The offer is made by Mylan N.V., a public limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands. Mylan is a global pharmaceutical company committed to setting new standards in healthcare. Working together around the world to provide 7 billion people access to the broadest range of high quality, affordable medicine, Mylan innovates to satisfy unmet needs; makes reliability and service excellence a habit; does what's right, not what's easy; and impacts the future through passionate global leadership. Mylan offers a growing portfolio of around 1,400 generic pharmaceuticals and several brand medications. In addition, Mylan offers a wide range of antiretroviral therapies, upon which nearly 50% of HIV/AIDS patients in developing countries depend. Mylan also operates one of the largest active pharmaceutical ingredient manufacturers, and currently markets products in about 145 countries and territories. Mylan's workforce of approximately 30,000 people is dedicated to creating better health for a better world, one person at a time.

**2. What is Mylan offering to acquire in the offer?**

We are seeking to acquire all issued and outstanding ordinary shares, par value 0.001 per share, of Perrigo.

**3. What will I receive for my Perrigo ordinary shares?**

In exchange for each Perrigo ordinary share you validly tender and do not properly withdraw before the expiration date, you will receive (i) \$75.00 in cash, without interest and less any required withholding taxes, and (ii) 2.3 Mylan ordinary shares. No fractions of Mylan ordinary shares will be issued to Perrigo shareholders as consideration. Any fractional entitlements will be rounded up or down to the nearest whole number (with fractional entitlements of 0.5 of a Mylan ordinary share being rounded up).

Solely for purposes of illustration, the following table sets forth the value of the cash and Mylan ordinary shares you will receive in the offer in exchange for each Perrigo ordinary share you validly tender and do not properly withdraw before the expiration date at different assumed market prices of Mylan ordinary shares (without giving effect to any required withholding taxes):

<b>Assumed Market</b>	<b>Value of Cash and</b>		
<b>Price of Mylan</b>	<b>Assumed Value of</b>	<b>Cash Consideration</b>	<b>Share Consideration</b>
<b>Ordinary Shares</b>	<b>2.3 Mylan Ordinary</b>	<b>per Perrigo</b>	<b>per Perrigo</b>
	<b>Shares</b>	<b>Ordinary</b>	<b>Ordinary</b>
		<b>Share</b>	<b>Share</b>
\$45.00	\$ 103.5	\$ 75.00	\$ 178.50
\$50.00	\$ 115.00	\$ 75.00	\$ 190.00
\$55.00	\$ 126.50	\$ 75.00	\$ 201.50

## **Table of Contents**

The market prices of Mylan ordinary shares used in the above table are for purposes of illustration only. The price of Mylan ordinary shares fluctuates and may be higher or lower than the prices assumed in these examples at the time Perrigo ordinary shares are exchanged pursuant to this offer. Each \$1.00 increase or decrease in the market value of Mylan ordinary shares corresponds to an increase or decrease, respectively, of \$2.30 to the value of the cash and ordinary share consideration you will receive in the offer in exchange for each Perrigo ordinary share you validly tender and do not properly withdraw. On September 8, 2015, the last trading date prior to the date of this prospectus/offer to exchange, the closing price of a Mylan ordinary share was \$48.72. You are encouraged to obtain current market quotations for Perrigo ordinary shares and Mylan ordinary shares prior to making any decision with respect to the offer.

For more information, see **Risk Factors** **Risks Related to the Offer** The exchange ratio for the share portion of the offer consideration does not include an adjustment mechanism. Because the market price of Mylan ordinary shares may fluctuate, Perrigo shareholders cannot be sure of the market value of the Mylan ordinary shares that will be issued in connection with the offer on page 27 of this prospectus/offer to exchange.

On September 8, 2015, Mylan issued an announcement confirming that the consideration for each Perrigo ordinary share will not be increased absent another potential offeror for Perrigo emerging. Any such increase in consideration other than in a de minimis amount would require further approval from Mylan shareholders.

#### **4. Will I have to pay any fee or commission to exchange Perrigo ordinary shares?**

If you are the record owner of your Perrigo ordinary shares and you directly tender your Perrigo ordinary shares to us in the offer, you will not have to pay any brokerage fees, commissions or similar expenses. If you own your Perrigo ordinary shares through a broker, dealer, bank, trust company or other nominee and your broker, dealer, bank, trust company or other nominee tenders your Perrigo ordinary shares on your behalf, your broker, dealer, bank, trust company or other nominee may charge a fee for doing so. You should consult your broker, dealer, bank, trust company or other nominee to determine whether any charges will apply.

#### **5. Why is Mylan making this offer?**

We are making the offer to acquire control of Perrigo and, ultimately, all of the outstanding Perrigo ordinary shares. The offer, as the first step in the acquisition of Perrigo, is intended to facilitate the acquisition of Perrigo as promptly as practicable. If the offer becomes or is declared wholly unconditional and sufficient acceptances have been received, Mylan intends to apply the provisions of Sections 456 to 460 of the Companies Act 2014 of Ireland to acquire compulsorily any outstanding Perrigo ordinary shares not acquired or agreed to be acquired pursuant to the offer or otherwise. The amount of cash and number of Mylan ordinary shares payable as consideration for the acquisition of any Perrigo ordinary shares compulsorily acquired in this manner will be the same as that payable in respect of Perrigo ordinary shares tendered under the offer (any fractional entitlements will be rounded up or down to the nearest whole number with fractional entitlements of 0.5 of a Mylan ordinary share being rounded up), as described in Question 3 above **What will I receive for my Perrigo ordinary shares?** . For more information, see **The Offer Plans for Perrigo** beginning on page 74 of this prospectus/offer to exchange.

#### **6. What are the benefits of a combination of Mylan and Perrigo?**

Mylan believes that Perrigo is the right next strategic transaction for Mylan and that the combination of Mylan and Perrigo demonstrates clear and compelling industrial logic and will generate significant value for our shareholders and other stakeholders through the creation of a one-of-a-kind global healthcare company that has complementary businesses and cultures, unmatched scale in its operations, one of the industry's broadest and most diversified portfolios, and immense reach across distribution channels around the world. This unique infrastructure will be able to maximize evolving industry dynamics and capitalize on key trends. We believe that the combination of Mylan and Perrigo would deliver to Mylan's and Perrigo's shareholders significantly greater near-term and long-term value than they could otherwise obtain on a standalone basis and further the interests of Mylan's other stakeholders and the sustainable success of Mylan's business.

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**Table of Contents**

While Mylan continues pursuing engagement with Perrigo on a consensual transaction, Mylan has commenced this offer in order to bring this compelling transaction directly to shareholders in the event that the Perrigo board of directors continues to block Mylan from pursuing the acquisition of Perrigo.

For more information, see **Background and Reasons for the Offer** **Reasons for the Offer** beginning on page 42 of this prospectus/offer to exchange.

**7. Will the Perrigo board of directors make a solicitation/recommendation statement concerning the offer?**

On April 29, 2015, Perrigo issued announcements purporting to reject the offer. Under SEC rules, the Perrigo board of directors will be required to make a recommendation or state that it is neutral or is unable to take a position with respect to the offer, and file with the SEC a solicitation/recommendation statement on Schedule 14D-9 describing its position, if any, and related matters, no later than ten business days from the date the offer is first published, sent or given to Perrigo shareholders. Perrigo will also be required to send to you a copy of its Schedule 14D-9 that you should review carefully upon receipt. Under the Irish Takeover Panel Act, 1997, Takeover Rules 2013 (the **Irish Takeover Rules** ), the Perrigo board of directors must, unless the Irish Takeover Panel consents otherwise, mail a first response document to Perrigo shareholders within 14 days of the mailing of this document. The first response document must, among other things, contain the Perrigo board's opinion on the offer (and any alternative offers).

**8. Have you discussed the offer with the Perrigo board of directors?**

As of the date of this prospectus/offer to exchange, Perrigo and its board of directors have refused to engage in discussions with Mylan regarding the offer despite repeated requests by Mylan to engage. On April 6, 2015, Mylan's Executive Chairman Robert J. Coury delivered a non-binding proposal to acquire Perrigo in a cash-and-share transaction to Perrigo's President, Chief Executive Officer and Chairman, Joseph P. Papa. Mr. Coury also explained to Mr. Papa that Mylan was seeking a friendly and cooperative transaction between Mylan and Perrigo. On April 24, 2015, Mylan issued a Rule 2.5 announcement under the Irish Takeover Rules setting forth its legally binding commitment to commence the offer, subject to satisfaction of a pre-condition relating to clearance of the transaction under the HSR Act (as defined below). On April 29, 2015, Mylan revised and updated the Rule 2.5 announcement to increase the offer price for each Perrigo ordinary share to \$75 in cash and 2.3 Mylan ordinary shares. For more information, see **The Offer** **Regulatory Approvals; Certain Other Legal Matters** beginning on page 85 of this prospectus/offer to exchange.

**9. Will U.S. taxpayers be taxed on the Mylan ordinary shares and cash received in the offer or a compulsory acquisition?**

The receipt of Mylan ordinary shares and cash in exchange for Perrigo ordinary shares pursuant to the offer or a compulsory acquisition will be a taxable transaction to U.S. Holders for U.S. federal income tax purposes. Therefore, generally, a U.S. Holder of Perrigo ordinary shares will recognize capital gain or loss equal to the difference between (i) the sum of the fair market value of the Mylan ordinary shares and cash received and (ii) the shareholder's adjusted tax basis in the Perrigo ordinary shares exchanged therefor. A U.S. Holder's adjusted tax basis in the Perrigo ordinary shares generally should equal the holder's purchase price for the shares, as adjusted to take into account stock dividends, stock splits or similar transactions. **Mylan recommends that U.S. Holders consult their own tax advisors as to the particular tax consequences of the offer and a compulsory acquisition, including the effect of U.S. federal, state, and local tax laws or foreign tax laws.** For more information, see **The Offer** **Material Tax**

Considerations U.S. Federal Income Tax Considerations beginning on page 56 of this prospectus/offer to exchange for a more detailed description of the U.S. federal income tax consequences of the offer and a compulsory acquisition.

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**Table of Contents**

**10. Will Irish taxpayers be taxed on the Mylan ordinary shares and cash received in the offer or a compulsory acquisition?**

For Irish tax purposes, Irish Holders (as defined in The Offer Material Tax Considerations Irish Tax Considerations ) who receive cash in respect of their Perrigo ordinary shares may be subject to Irish capital gains tax (in the case of individuals) or Irish corporation tax (in the case of companies) to the extent that the proceeds realized from such disposition exceed the indexed base cost of their Perrigo ordinary shares plus incidental selling expenses. Shareholders who are not resident in Ireland and do not carry on any trade in Ireland through a branch or agency with which the shares are connected will not have a liability to Irish capital gains tax or corporation tax on gains in respect of the transaction. For more information, see The Offer Material Tax Considerations Irish Tax Considerations beginning on page 65 of this prospectus/offer to exchange.

**11. Will Israeli taxpayers be taxed on the Mylan ordinary shares and cash received in the offer or a compulsory acquisition?**

The exchange of Perrigo ordinary shares pursuant to the offer or a compulsory acquisition will be a taxable transaction for Israeli income tax purposes. Accordingly, an Israeli Holder (as defined in The Offer Material Tax Considerations Israeli Income Tax Considerations ) of Perrigo ordinary shares who receives Mylan ordinary shares and cash in exchange for such Israeli Holder's Perrigo ordinary shares generally will recognize taxable gain or loss in an amount equal to the difference, if any, between the fair market value of the Mylan ordinary shares and cash received and such Israeli Holder's adjusted tax basis in the Perrigo ordinary shares exchanged therefor. For more information, see The Offer Material Tax Considerations Israeli Income Tax Considerations beginning on page 71 of this prospectus/offer to exchange.

**MYLAN URGES YOU TO CONTACT YOUR OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU AS A RESULT OF THE OFFER AND/OR A COMPULSORY ACQUISITION.**

**12. What are the conditions of the offer?**

The consummation of the offer is conditioned on, among other things:

Mylan receiving valid acceptances in respect of such number of Perrigo ordinary shares representing more than 50% of the entire issued and unconditionally allotted (i.e., shares which a person has an unconditional right to have issued to him or her, but which have not yet been issued) Perrigo ordinary shares (calculated on a fully-diluted basis) (the acceptance threshold );