

TEVA PHARMACEUTICAL INDUSTRIES LTD
Form SC 13D/A
February 12, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §
240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 4*

Teva Pharmaceutical Industries Ltd.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

881624209

(CUSIP Number)

A. Robert D. Bailey, Esq.

Chief Legal Officer and

Corporate Secretary

Allergan plc

**Clonshaugh Business
and Technology Park**

Coolock

Dublin, D17 E400

Ireland

(862) 261-7000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 12, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1 NAMES OF REPORTING PERSONS

Allergan Holdings B1, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

3 (a) (b)
SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

AF (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER
OWNED BY

EACH
REPORTING 9 36,291,067 (See Items 3, 4 and 5)
SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

- 11 36,291,067 (See Items 3, 4 and 5)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 12 36,291,067 (See Items 3, 4 and 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 14 3.6% (See Item 5)*
TYPE OF REPORTING PERSON

CO

* The calculation assumes that there are a total of 1,014,990,306 Ordinary Shares outstanding as of December 31, 2016, which is based on public information reported by the Issuer on Form 20-F.

13D

CUSIP No. 881624209

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1 NAMES OF REPORTING PERSONS

Allergan W.C. Holding Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

3 (a) (b)
SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

AF (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 3,326,364 (See Items 3, 4 and 5)
SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

11 3,326,364 (See Items 3, 4 and 5)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 3,326,364 (See Items 3, 4 and 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.0% (See Item 5)*
TYPE OF REPORTING PERSON

CO

* The calculation assumes that there are a total of 1,014,990,306 Ordinary Shares outstanding as of December 31, 2016, which is based on public information reported by the Issuer on Form 20-F.

1 NAMES OF REPORTING PERSONS

Warner Chilcott Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

3 (a) (b)
SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

5 OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER
OWNED BY

EACH
REPORTING 9 39,617,431 (See Items 3, 4 and 5)
SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

11 39,617,431 (See Items 3, 4 and 5)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 39,617,431 (See Items 3, 4 and 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 3.9% (See Item 5)*
TYPE OF REPORTING PERSON

CO/HC

* The calculation assumes that there are a total of 1,014,990,306 Ordinary Shares outstanding as of December 31, 2016, which is based on public information reported by the Issuer on Form 20-F.

1 NAMES OF REPORTING PERSONS

Allergan WC Holdings Ireland Limited (formerly known as Warner Chilcott plc)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

3 (a) (b)
SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ireland NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9	SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER
	-0- -0-	39,617,431 (See Items 3, 4 and 5)

10 SHARED DISPOSITIVE POWER

11	39,617,431 (See Items 3, 4 and 5) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	39,617,431 (See Items 3, 4 and 5) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	3.9% (See Item 5)* TYPE OF REPORTING PERSON
	CO/HC

* The calculation assumes that there are a total of 1,014,990,306 Ordinary Shares outstanding as of December 31, 2016, which is based on public information reported by the Issuer on Form 20-F.

1 NAMES OF REPORTING PERSONS

Allergan plc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ireland

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 39,617,431 (See Items 3, 4 and 5)

9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-

10 SHARED DISPOSITIVE POWER

11	39,617,431 (See Items 3, 4 and 5) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	39,617,431 (See Items 3, 4 and 5) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	3.9% (See Item 5)* TYPE OF REPORTING PERSON
	CO/HC

* The calculation assumes that there are a total of 1,014,990,306 Ordinary Shares outstanding as of December 31, 2016, which is based on public information reported by the Issuer on Form 20-F.

This Amendment No. 4 (the Amendment) amends and supplements the Schedule 13D filed on August 8, 2016 (the Schedule 13D), Amendment No. 1 to the Schedule 13D filed on November 1, 2017 (Amendment No. 1), Amendment No. 2 to the Schedule 13D filed on November 13, 2017 (Amendment No. 2), and Amendment No. 3 to the Schedule 13D filed on January 12, 2018 (Amendment No. 3 , and together with the Schedule 13D and Amendment No. 1, No 2, and No 3, the Schedule 13D Filings), with respect to the Ordinary Shares of Teva Pharmaceutical Industries Ltd. (the Issuer), par value NIS 0.10 per share (the Ordinary Shares), a portion of which is represented by American Depositary Shares (ADSs), each representing one Ordinary Share, which are traded on the New York Stock Exchange. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Schedule 13D Filings.

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates Item 5 of the Schedule 13D Filings as set forth below:

The information contained in rows 7, 8, 9, 10, 11 and 13 on each of the cover pages of this Amendment and the information set forth or incorporated in Items 2, 4 and 6 of this Amendment and the Schedule 13D Filings is incorporated by reference in its entirety into this Item 5.

(a) (b) The following disclosure assumes that there are a total of 1,014,990,306 Ordinary Shares outstanding as of December 31, 2016, which is based on public information filed by the Issuer.

Allergan W.C. Holding Inc., a Delaware corporation (the Counterparty), entered into a Master Confirmation dated February 12, 2018 for a Premium Share Forward Transaction (the Confirmation), with J.P. Morgan Chase Bank, N.A., London Branch, as dealer (the Dealer), substantially in the Form of Master Confirmation: Premium Share Forward Transaction filed herewith as Exhibit 1. Pursuant to a transaction under the Confirmation, the Counterparty agreed to sell (with upfront delivery) an aggregate of 25,000,000 Ordinary Shares, represented by ADSs, to Dealer at a price determined based on a premium over the average of the daily volume weighted average price of the ADSs over an agreed period, with Dealer having the right to set the length of the period within a minimum and maximum. The transaction is expected to settle in the second quarter of 2018.

In addition, as detailed below, the Reporting Persons indicated sold an aggregate amount of 4,123,636 Ordinary Shares in brokered open market transactions at the dates and prices set forth below.

Reporting Person	Trade Date	Settlement Date	Ordinary Shares Sold	Price per Share⁽¹⁾
Allergan Holdings B1, Inc.	2/2/2018	2/6/2018	698,348	20.9412 ⁽²⁾
Allergan Holdings B1, Inc.	2/5/2018	2/7/2018	691,919	20.1991 ⁽³⁾
Allergan Holdings B1, Inc.	2/6/2018	2/8/2018	1,059,733	20.29403 ⁽⁴⁾
Allergan W.C. Holding Inc.	2/7/2018	2/9/2018	1,673,636	20.8048 ⁽⁵⁾

(1) Where weighted average price is used for the reported transactions, the applicable Reporting Person undertakes to provide upon request by the SEC, full information regarding the number of shares purchased or sold at each separate price.

(2) A weighted average price based on prices ranging from \$20.90 to \$20.995

(3) A weighted average price based on prices ranging from \$20.12 to \$20.305.

(4) A weighted average price based on prices ranging from \$20.20 to \$20.39.

(5) A weighted average price based on prices ranging from \$20.51 to \$20.995.

Following these sales, pursuant to Rule 13d-3 of the Act, the Reporting Persons may be deemed to beneficially own 39,617,431 Ordinary Shares, which constitutes approximately 3.9% of the outstanding Ordinary Shares.

(c) Except as set forth above and elsewhere in this Schedule 13D and in Amendment No. 3, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, without independent verification, any person named in Item 2 hereof, has effected any transaction in the Ordinary Shares during the past 60 days.

(d) To the best knowledge of the Reporting Persons, no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities beneficially owned by the Reporting Persons identified in this Item 5.

(e) As of February 12, 2018 none of the Reporting Persons own 5% or more of the Ordinary Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

This Amendment amends Item 6 of the Schedule 13D Filings by adding the disclosure set forth above under Item 5(a)-(b) regarding the Confirmation immediately after the twelfth paragraph.

Item 7. Material to be Filed as Exhibits

- 1 Form of Master Confirmation: Premium Share Forward Transaction, by and among Allergan W.C. Holding Inc., as Counterparty and [], as Dealer.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2018

Allergan plc

By: /s/ A. Robert D. Bailey
Name: A. Robert D. Bailey
Title: Chief Legal Officer and Corporate Secretary

Allergan WC Holdings Ireland Limited

By: /s/ A. Robert D. Bailey
Name: A. Robert D. Bailey
Title: Director

Warner Chilcott Limited

By: /s/ A. Robert D. Bailey
Name: A. Robert D. Bailey
Title: Secretary

Allergan Holdings B1, Inc.

By: /s/ A. Robert D. Bailey
Name: A. Robert D. Bailey
Title: Director

Allergan W.C. Holding Inc.

By: /s/ A. Robert D. Bailey
Name: A. Robert D. Bailey
Title: Director

INDEX TO EXHIBITS

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