

MYLAN INC.  
Form S-4/A  
January 30, 2014

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As Filed with the Securities and Exchange Commission on January 30, 2014

Registration Statement No. 333-193062

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Amendment No. 1**

to

**Form S-4**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**MYLAN INC.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)  
**1000 Mylan Boulevard**  
**Canonsburg, Pennsylvania 15317**  
**(724) 514-1800**

**25-1211621**  
(I.R.S. Employer  
Identification No.)

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

---

**John D. Sheehan**  
**Chief Financial Officer**  
**Mylan Inc.**  
**1000 Mylan Boulevard**  
**Canonsburg, Pennsylvania 15317**  
**Telephone: (724) 514-1800**  
**Facsimile: (724) 514-1870**

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

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**Copies of all communications to:**

**Bradley L. Wideman, Esq.**  
**Vice President, Associate General Counsel Securities and**

**Stacy J. Kanter, Esq.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**

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Assistant Secretary  
Mylan Inc.  
1000 Mylan Boulevard  
Canonsburg, Pennsylvania 15317  
Telephone: (724) 514-1800  
Facsimile: (724) 514-1870

4 Times Square  
New York, New York 10036  
Telephone: (212) 735-3000  
Facsimile: (212) 735-2000

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**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after this registration statement becomes effective.**

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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                       Smaller reporting company   
(Do not check if a 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)

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

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**The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is declared effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale thereof is not permitted.**

**SUBJECT TO COMPLETION, DATED JANUARY 30, 2014**

**PRELIMINARY PROSPECTUS**

**MYLAN INC.**

**OFFER TO EXCHANGE**

**\$500 million aggregate principal amount of 1.800% Senior Notes due 2016  
CUSIP #628530AZ0, ISIN #US628530AZ06  
CUSIP #U62472AG7, ISIN #USU62472AG79 (the "2016 Restricted Bonds")  
in exchange for \$500 million aggregate principal amount of 1.800% Senior Notes  
due 2016 which have been registered under the Securities Act of 1933, as amended (the "2016 Exchange  
Bonds"),**

**and**

**\$650 million aggregate principal amount of 2.600% Senior Notes due 2018  
CUSIP #628530BA4, ISIN #US628530BA46  
CUSIP #U62472AH5, ISIN #USU62472AH52 (the "2018 Restricted Bonds")  
in exchange for \$650 million aggregate principal amount of 2.600% Senior Notes  
due 2018 which have been registered under the Securities Act of 1933, as amended (the "2018 Exchange  
Bonds").**

We refer to the registered 2016 Exchange Bonds and 2018 Exchange Bonds in this exchange offer collectively as the "Exchange Bonds," and to all outstanding 2016 Restricted Bonds and outstanding 2018 Restricted Bonds collectively as the "Restricted Bonds."

The exchange offer will expire at 5:00 p.m., New York City time, on March , 2014, unless we extend the exchange offer in our sole and absolute discretion.

Terms of the exchange offer:

We will exchange the Exchange Bonds for all outstanding Restricted Bonds that are validly tendered and not withdrawn prior to the expiration or termination of the exchange offer.

You may withdraw tenders of the Restricted Bonds at any time prior to the expiration or termination of the exchange offer.

The terms of the Exchange Bonds are substantially identical to those of the outstanding Restricted Bonds, except that the transfer restrictions, registration rights and additional interest provisions relating to the Restricted Bonds do not apply to the Exchange Bonds.

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The exchange of the Restricted Bonds for the Exchange Bonds will not be a taxable transaction for United States federal income tax purposes, but you should see the discussion under the caption "Certain United States Federal Income Tax Considerations" for more information.

We will not receive any proceeds from the exchange offer.

We issued the Restricted Bonds in a transaction not requiring registration under the Securities Act and, as a result, their transfer is restricted. We are making the exchange offer to satisfy your registration rights as a holder of the Restricted Bonds.

Each broker-dealer that receives the Exchange Bonds for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Bonds. The letter of transmittal states that, by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the Exchange Bonds received in exchange for the Restricted Bonds where such Restricted Bonds were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 90 days after the closing of this exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution".

There is no established trading market for the Exchange Bonds. We do not intend to list the Exchange Bonds on any securities exchange or to seek approval for their quotation through any automated quotation system.

**See "Risk Factors" beginning on page 14 for a discussion of risks you should consider prior to tendering your outstanding Restricted Bonds for exchange.**

**Neither the 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. Any representation to the contrary is a criminal offense.**

The date of this prospectus is \_\_\_\_\_, 2014.

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You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with information that is different. We are not making an offer to sell these securities in any jurisdiction where the offer or sale of these securities is not permitted. This document may only be used where it is legal to sell these securities. You should assume that the information contained in this prospectus is accurate only as of its date, and that any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since those dates.

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**ABOUT THIS PROSPECTUS**

It is important that you read and consider all of the information contained in this prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in "Incorporation by Reference" and "Where You Can Find More Information."

In this prospectus, unless otherwise indicated herein or the context otherwise indicates the terms "Mylan," "we," "us," "our" and the "Company" refer to Mylan Inc., together with its consolidated subsidiaries, except in the "Description of the Notes" or where it is clear from the context that the terms mean only the issuer, Mylan Inc.

Currency amounts in this prospectus are stated in U.S. dollars.

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**INCORPORATION BY REFERENCE**

The SEC allows us to "incorporate by reference" information into this prospectus. This means that we can disclose important information to you by referring you to another document that we have filed separately with the SEC that contains that information. The information incorporated by reference is considered to be part of this prospectus. Information that we file with the SEC after the date of this prospectus and that is incorporated by reference in this prospectus will automatically modify and supersede the information included or incorporated by reference in this prospectus to the extent that the subsequently filed information modifies or supersedes the existing information. We incorporate by reference (other than any portions of any such documents that are not deemed "filed" under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) in accordance with the Exchange Act and applicable SEC rules):

our Annual Report on Form 10-K (excluding Items 7 and 8 and Schedule II) for the year ended December 31, 2012 filed on February 28, 2013;

our Quarterly Report on Form 10-Q for the period ended March 31, 2013 filed on May 2, 2013;

our Quarterly Report on Form 10-Q for the period ended June 30, 2013 filed on August 1, 2013;

our Quarterly Report on Form 10-Q for the period ended September 30, 2013 filed on October 31, 2013;

our Current Reports on Form 8-K filed on February 12, 2013, February 27, 2013 (Item 1.01 and Item 8.01), May 28, 2013 (relating to our recast of Items 7 and 8 and Schedule II included in our Annual Report on Form 10-K for the year ended December 31, 2012), June 18, 2013, June 27, 2013, October 31, 2013 (Item 8.01), November 20, 2013, November 29, 2013 and December 5, 2013;

those portions of our Definitive Proxy Statement on Schedule 14A filed on April 12, 2013, as supplemented on May 10, 2013, that are incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2012; and

any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until we sell all of the securities offered by this prospectus.

You may request a copy of any of these filings at no cost to you by contacting us by mail or telephone using the information set forth below:

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Mylan Inc.  
1000 Mylan Boulevard  
Canonsburg, Pennsylvania 15317  
Attention: Investor Relations  
Telephone: (724) 514-1800

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**WHERE YOU CAN FIND MORE INFORMATION**

We are subject to the information requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Accordingly, we file annual, quarterly and current reports, proxy statements and other information with the SEC. We also furnish to our stockholders annual reports, which include financial statements audited by our independent certified public accountants and other reports that the law requires us to send to our stockholders. The public may read and copy any reports, proxy statements or other information that we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the public reference room by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available to the public from commercial document retrieval services and at the web site maintained by the SEC at <http://www.sec.gov>. You may obtain a copy of any of these documents, at no cost, by writing or telephoning us at the following address:

Mylan Inc.  
1000 Mylan Boulevard  
Canonsburg, Pennsylvania 15317  
Attention: Investor Relations  
Telephone: (724) 514-1800

**In order to obtain timely delivery of these documents, you must request the information no later than February , 2014, which is five business days before the expiration date of this exchange offer.**

We have agreed that, even if we are not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, for so long as any of the Exchange Bonds remain outstanding, we will file with the SEC (unless the SEC will not accept such a filing, in which case we will provide to holders of the Exchange Bonds) all annual and quarterly reports, and such information, documents and other reports as are specified in Sections 13 and 15(d) of the Exchange Act and applicable to a U.S. corporation subject to such sections.

**CAUTIONARY LANGUAGE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in or incorporated by reference into this prospectus are "forward-looking statements." These statements may be made directly in this prospectus or may be incorporated into this prospectus by reference to other documents. Our representatives may also make forward-looking statements. When used in this document, or any document incorporated herein by reference, the words "anticipate," "may," "can," "could," "continue," "plan," "feel," "forecast," "believe," "estimate," "expect," "project," "potential," "intend," "likely," "will," "should," "would," "to be" and any similar expressions and any other statements that are not historical facts, in each case as they relate to us, our management or this offering, are intended to identify those assertions as forward-looking statements. In making any of those statements, the person making them believes that its expectations are based on reasonable assumptions. However, any such statement may be influenced by factors that could cause actual outcomes and results to be materially different from those projected or anticipated. These forward-looking statements are subject to numerous risks and uncertainties, including the risks described under "Risk Factors" in this prospectus as well as under "Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Forward-looking statements speak only as of the date on which they are made. We expressly disclaim any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.



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Some of these risks and uncertainties include, but are not limited to:

risks related to current economic conditions;

risks related to the acquisitions and continuing integration of acquired businesses;

risks related to our rapid growth;

risks related to us being a global business;

risks of us not being able to commercialize new products on a timely basis;

challenges by tax regulators of our transfer pricing arrangements;

unanticipated changes in our tax provisions or exposure to additional income tax liabilities;

market acceptance of new products or of existing products in new markets;

risks related to product or market concentration;

regulatory delays and uncertainties;

new and existing legislation affecting our business, including healthcare reform legislation;

unsuccessful research and development;

use of legal, regulatory and legislative strategies by competitors;

risks related to our substantial indebtedness;

risks related to the sale of certain of our assets;

significant operating and financial restrictions imposed by our credit facilities and any additional indebtedness we incur in the future;

the availability of raw materials sourced from third parties;

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market perceptions of us, our brands and the safety and quality of our products;

an interruption in production at one of our manufacturing facilities;

litigation, including product liability claims and patent litigation;

ability to attract and retain key senior management or scientific staff;

macroeconomic conditions and general industry conditions, such as the competitive environment of the generic pharmaceutical industry;

changes in political, social or economic circumstances in the markets where we operate;

labor relations;

fluctuations in interest rates or foreign currency exchange rates and other adverse financial market conditions;

changes in tax and other laws;

our ability to protect our intellectual property;

changes to reimbursement policies of private managed care organizations and other third party payors, including government sponsored health systems;

the continued consolidation of the distribution network through which we sell our products, including wholesale drug distributors and the growth of large retail drug store chains;

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government regulation affecting the development, manufacture, marketing and sale of pharmaceutical products, including our ability and the ability of companies with which we do business to obtain necessary regulatory approvals;

our ability to successfully complete the implementation of a new enterprise resource planning system without disrupting our business;

our ability to manage the growth of our business by successfully identifying, developing, acquiring or licensing and marketing new products, obtain regulatory approval and customer acceptance of those products, and continued customer acceptance of our existing products;

risks related to the performance under indemnification provisions of various agreements entered into in the normal course of business;

risks related to regulatory, economic, social and political uncertainties in India with respect to our Indian subsidiaries;

our ability to maintain adequate internal controls and, on an annual basis, to provide an assertion as to the effectiveness of our internal control over financial reporting;

inherent uncertainties involved in estimates, judgments and assumptions used in the preparation of financial statements in accordance with generally accepted accounting principles ("GAAP");

our ability to comply with the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws;

illegal distribution and sale by third parties of counterfeit versions of our products or of stolen products;

risks related to various legal proceedings and certain government inquiries;

risks relating to charges to earnings resulting from acquisitions;

risks related to our recently completed acquisition of the Agila Specialties business from Strides Arcolab, including but not limited to, successful resolution of the FDA warning letter issued to Agila and the ownership of such business, and risks related to future acquisitions or divestitures;

risks related to the performance of our collaboration partners;

risks related to our increasing dependency on information technology, including cybersecurity and data leakage risks;

risks related to the success of our clinical trials; and

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other risks detailed from time to time in our periodic reports filed with the SEC, our financial statements and other investor communications.

Actual results or performance by us could differ materially from those expressed in, or implied by, any forward-looking statements relating to those matters. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will occur or, if any of them do occur, what impact they will have on our results of operations or financial condition. Except as required by law, we are under no obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise.

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**SUMMARY**

*The information below is a summary of the more detailed information included elsewhere or incorporated by reference in this prospectus. You should read carefully the following summary together with the more detailed information contained in this prospectus and the information incorporated by reference into those documents, including the risk factors described on page 13 of this prospectus and the "Risk Factors" section in our Annual Report on Form 10-K for the year ended December 31, 2012. This summary is not complete and does not contain all of the information you should consider when making your investment decision.*

**Our Company**

Throughout our history, we have been recognized as a leader in the United States generic pharmaceutical market. Since 2007, we have transformed our company, and today we are one of the largest generic and specialty pharmaceuticals companies in the world in terms of revenue. This transformation has taken place through organic growth and external expansion. Our leadership position in the U.S. generic pharmaceutical industry is the result of our ability to obtain Abbreviated New Drug Application approvals, as well as our reliable and high quality supply chain. Through the acquisitions of Agila Specialties Private Limited and Agila Specialties Asia Pte Ltd (together, "Agila"), Mylan Laboratories Limited (formerly known as Matrix Laboratories Limited), Merck KGaA's generics and specialty pharmaceutical business, Bioniche Pharma Holdings Limited and Pfizer Inc.'s respiratory delivery platform, we have created a horizontally and vertically integrated platform with global scale, augmented our diversified product portfolio and further expanded our range of capabilities, all of which we believe position us well for the future.

In addition to the U.S., we have a robust worldwide commercial presence in the generic pharmaceutical market, including leadership positions in France and Australia and several other key European and Asia Pacific markets, as well as a leading branded specialty pharmaceutical business focusing on respiratory, allergy and psychiatric products.

Currently, we market a global portfolio of more than 1,300 different products covering a vast array of therapeutic categories. We offer an extensive range of dosage forms and delivery systems, including oral solids, topicals, liquids and semi solids. In addition, we focus on those that are difficult to formulate and manufacture and typically have longer product life cycles than traditional generic pharmaceuticals, including transdermal patches, high potency formulations, injectables, controlled release and respiratory products. We also manufacture and supply low cost, high quality active pharmaceutical ingredients for our own products and pipeline, as well as for third parties.

We also have one of the deepest pipelines and largest number of products pending regulatory approval in our history. Increasing sales volumes and continuing leverage of our vertically integrated platform provides substantial operational efficiencies and economies of scale.

We believe that the breadth and depth of our business and platform provides certain competitive advantages over many of our competitors in major markets in which we operate, including less dependency on any single market or product, and, as a result, we are better able to successfully compete on a global basis.

**Recent Developments**

*Agila Specialties.* On December 4, 2013, we announced that we completed the acquisition of Agila, a developer, manufacturer and marketer of high-quality generic injectable products, from Strides Arcolab Limited ("Strides Arcolab") for approximately \$1.75 billion, which includes \$250 million in contingent consideration and an increased escrow arrangement to fund any potential regulatory remediation costs (the "Agila Acquisition"). We funded the Agila Acquisition from the net proceeds of

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our offering of senior notes that closed on November 29, 2013 and borrowings under our \$1.50 billion revolving credit facility (the "Revolving Facility"). See " Senior Notes Offering."

*Senior Notes Offering.* On November 29, 2013, we issued an aggregate of \$2.0 billion of senior unsecured notes comprised of \$500 million aggregate principal amount of 1.350% senior notes due 2016, \$500 million aggregate principal amount of 2.550% senior notes due 2019, \$500 million aggregate principal amount of 4.200% senior notes due 2023 and \$500 million aggregate principal amount of 5.400% senior notes due 2043 (together, the "Senior Notes") under an indenture and the first supplemental indenture thereto, each dated as of November 29, 2013, between us and The Bank of New York Mellon, as trustee. The offering of the Senior Notes was made pursuant to our effective registration statement on Form S-3 (Registration No. 333-189297) and the related prospectus supplement filed with the SEC. We used the net proceeds of the Senior Notes offering to fund a portion of the purchase price of the Agila Acquisition and intend to use the remaining net proceeds for general corporate purposes, including, but not limited to, repayment of short-term borrowings, which may include the repayment of borrowings under the Revolving Facility and under our accounts receivable securitization facility, and funding the previously announced repurchase of up to \$500 million of our common stock either in the open market or through privately negotiated transactions.

**Company Information**

Mylan Inc. was incorporated in Pennsylvania in 1970. Our common stock is listed on the NASDAQ Stock Market under the symbol "MYL." Our principal offices are located at 1000 Mylan Boulevard, Canonsburg, Pennsylvania 15317 and the telephone number is (724) 514-1800. Our Internet address is [www.mylan.com](http://www.mylan.com). Information on our website does not constitute part of, and is not incorporated into, this prospectus.

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**Summary Description of the Exchange Offer**

On June 25, 2013, we completed the private offering of \$500.0 million aggregate principal amount of 1.800% Senior Notes due 2016 and \$650.0 million aggregate principal amount of 2.600% Senior Notes due 2018, which we refer to collectively as the "Restricted Bonds." As part of that offering, we entered into a registration rights agreement with the initial purchasers of those Restricted Bonds in which we agreed, among other things, to mail a prospectus to registered holders of the Restricted Bonds and to use our commercially reasonable efforts to complete an exchange offer for such Restricted Bonds in compliance with applicable securities laws. Below is a summary of the exchange offer.

Restricted Bonds	\$500.0 million principal amount of 1.800% Senior Notes due 2016 and \$650.0 million principal amount of 2.600% Senior Notes due 2018.
Exchange Bonds	\$500.0 million principal amount of 1.800% Senior Notes due 2016 and \$650.0 million principal amount of 2.600% Senior Notes due 2018, the issuance of each of which has been registered under the Securities Act of 1933, as amended (the "Securities Act"). The form and terms of the 2016 Exchange Bonds are identical in all material respects to those of the 2016 Restricted Bonds, except that the transfer restrictions, registration rights and additional interest provisions relating to the 2016 Restricted Bonds do not apply to the 2016 Exchange Bonds. The form and terms of the 2018 Exchange Bonds are identical in all material respects to those of the 2018 Restricted Bonds, except that the transfer restrictions, registration rights and additional interest provisions relating to the 2018 Restricted Bonds do not apply to the 2018 Exchange Bonds.
Exchange Offer	We are offering to issue up to (i) \$500.0 million principal amount of the 2016 Exchange Bonds, in exchange for a like principal amount of the 2016 Restricted Bonds, and (ii) \$650.0 million principal amount of the 2018 Exchange Bonds, in exchange for a like principal amount of the 2018 Restricted Bonds, to satisfy our obligations under the registration rights agreement that we entered into when the Restricted Bonds were issued in reliance upon the exemption from registration provided by Rule 144A and Regulation S of the Securities Act.
Expiration Date; Tenders	The exchange offer will expire at 5:00 p.m., New York City time, on March 1, 2014, unless extended in our sole and absolute discretion. By tendering your Restricted Bonds, you represent to us that:

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you are not our "affiliate," as defined in Rule 405 under the Securities Act;

you are not engaged in, and do not intend to engage in, and have no arrangement or understanding with any person to participate in, a distribution of the Exchange Bonds;

you are acquiring the Exchange Bonds in your ordinary course of business; and

if you are a broker-dealer, you will receive the Exchange Bonds for your own account in exchange for the Restricted Bonds that were acquired by you as a result of your market-making or other trading activities, you will deliver a prospectus in connection with any resale of the Exchange Bonds you receive and you have not entered into any agreement or understanding with us or any of our affiliates to distribute the Exchange Bonds. For further information regarding resales of the Exchange Bonds by participating broker-dealers, see the discussion under the caption "Plan of Distribution."

Withdrawal

You may withdraw any Restricted Bonds tendered in the exchange offer at any time prior to 5:00 p.m., New York City time, on March 10, 2014.

Conditions to the Exchange Offer

The exchange offer is subject to customary conditions, which we may waive. See the discussion below under the caption "The Exchange Offer Conditions to the Exchange Offer" for more information regarding the conditions to the exchange offer.

Procedures for Tendering the Restricted Bonds

You must do the following on or prior to the expiration or termination of the exchange offer to participate in the exchange offer:

tender your Restricted Bonds by sending the certificates for your Restricted Bonds, in proper form for transfer, a properly completed and duly executed letter of transmittal, with any required signature guarantees, and all other documents required by the letter of transmittal, to The Bank of New York Mellon, as exchange agent, at one of the addresses listed below under the caption "The Exchange Offer Exchange Agent"; or



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	<p>tender your Restricted Bonds by using the book-entry transfer procedures described below and transmitting a properly completed and duly executed letter of transmittal, with any required signature guarantees, or an agent's message instead of the letter of transmittal, to the exchange agent. In order for a book-entry transfer to constitute a valid tender of your Restricted Bonds in the exchange offer, The Bank of New York Mellon, as exchange agent, must receive a confirmation of book-entry transfer of your Restricted Bonds into the exchange agent's account at The Depository Trust Company ("DTC") prior to the expiration or termination of the exchange offer. For more information regarding the use of book-entry transfer procedures, including a description of the required agent's message, see the discussion below under the caption "The Exchange Offer Book-Entry Transfers."</p>
Special Procedures for Beneficial Owners	<p>If you are a beneficial owner whose Restricted Bonds are registered in the name of the broker, dealer, commercial bank, trust company or other nominee, and you wish to tender your Restricted Bonds in the exchange offer, you should promptly contact the person in whose name the Restricted Bonds are registered and instruct that person to tender on your behalf. Any registered holder that is a participant in DTC's book-entry transfer facility system may make book-entry delivery of the Restricted Bonds by causing DTC to transfer the Restricted Bonds into the exchange agent's account. If you wish to tender in the exchange offer on your own behalf, prior to completing and executing the letter of transmittal and delivering your Restricted Bonds, you must either make appropriate arrangements to register ownership of the Restricted Bonds in your name or obtain a properly completed bond power from the person in whose name the Restricted Bonds are registered.</p>
Use of Proceeds	<p>We will not receive any proceeds from the exchange offer.</p>
Exchange Agent	<p>The Bank of New York Mellon is the exchange agent for the exchange offer. You can find the address and telephone number of the exchange agent below under the caption "The Exchange Offer Exchange Agent."</p>
Resales	<p>Based on interpretations by the staff of the Securities and Exchange Commission (the "SEC"), as detailed in a series of no-action letters issued to third parties, we believe that the Exchange Bonds issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as:</p>

you are acquiring the Exchange Bonds in the ordinary course of your business;

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you are not participating, do not intend to participate and have no arrangement or understanding with any person to participate, in a distribution of the Exchange Bonds; and

you are not an "affiliate" of ours, as defined in Rule 405 under the Securities Act. If you are an affiliate of ours, are engaged in or intend to engage in or have any arrangement or understanding with any person to participate in the distribution of the Exchange Bonds:

you cannot rely on the applicable interpretations of the staff of the SEC;

you will not be entitled to participate in the exchange offer; and

you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

See the discussion below under the caption "The Exchange Offer Consequences of Exchanging or Failing to Exchange Restricted Bonds" for more information.

Each broker or dealer that receives the Exchange Bonds for its own account in exchange for the Restricted Bonds that were acquired as a result of market-making or other trading activities must acknowledge that it will comply with the registration and prospectus delivery requirements of the Securities Act in connection with any offer to resell or other transfer of the Exchange Bonds issued in the exchange offer, including the delivery of a prospectus that contains information with respect to any selling holder required by the Securities Act in connection with any resale of the Exchange Bonds.

Furthermore, any broker-dealer that acquired any of its Restricted Bonds directly from us:

may not rely on the applicable interpretation of the staff of the SEC's position contained in Exxon Capital Holdings Corp., SEC no-action letter (April 13, 1988), Morgan, Stanley & Co. Inc., SEC no-action letter (June 5, 1991) and Shearman & Sterling, SEC no-action letter (July 2, 1993); and

must also be named as a selling bondholder in connection with the registration and prospectus delivery requirements of the Securities Act relating to any resale transaction.

Broker-Dealer

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Registration Rights Agreement

This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the Exchange Bonds received in exchange for the Restricted Bonds which were received by such broker-dealer as a result of market making activities or other trading activities. We have agreed that for a period of not less than 90 days after the consummation of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution" for more information.

When we issued the Restricted Bonds on June 25, 2013, we entered into a registration rights agreement with the initial purchasers of the Restricted Bonds. Under the terms of the registration rights agreement, we agreed to use commercially reasonable efforts to:

file with the SEC and cause to become effective a registration statement relating to an offer to exchange the Restricted Bonds for the Exchange Bonds; and

keep the exchange offer open for not less than 20 business days after the date of notice thereof is mailed to the holders of the Restricted Bonds.

If we do not complete the exchange offer on or prior to April 21, 2014 or if we fail to meet certain other conditions described under "Description of the Exchange Bonds Additional Interest," the interest rate borne by the Restricted Bonds will increase at a rate of 0.25% per annum every 90 days following the occurrence of such a registration default (but shall not exceed 0.50% per annum in total) until the condition which gave rise to the additional interest is cured.

Under some circumstances set forth in the registration rights agreement, holders of the Restricted Bonds, including holders who are not permitted to participate in the exchange offer, may require us to file and cause to become effective a shelf registration statement covering resales of the Restricted Bonds by these holders.

A copy of the registration rights agreement is incorporated by reference as an exhibit to the registration statement of which this prospectus forms a part. See "Description of the Exchange Bonds Registration Rights."

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**Consequences of Not Exchanging Restricted Bonds**

If you do not exchange your Restricted Bonds in the exchange offer, your Restricted Bonds will continue to be subject to the restrictions on transfer currently applicable to the Restricted Bonds. In general, you may offer or sell your Restricted Bonds only:

if they are registered under the Securities Act and applicable state securities laws;

if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws;  
or

if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We do not currently intend to register the Restricted Bonds under the Securities Act. Under some circumstances, however, holders of the Restricted Bonds, including holders who are not permitted to participate in the exchange offer or who may not freely resell the Exchange Bonds received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of the Restricted Bonds by these holders. For more information regarding the consequences of not tendering your Restricted Bonds and our obligation to file a shelf registration statement, see "The Exchange Offer Consequences of Exchanging or Failing to Exchange Restricted Bonds" and "Description of the Exchange Bonds Registration Rights."

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**Summary Description of the Exchange Bonds**

*The summary below describes the principal terms of the Exchange Bonds. Certain of the terms and conditions described below are subject to important limitations and exceptions. The 2016 Exchange Bonds and the 2018 Exchange Bonds are referred to herein as the Exchange Bonds, and the Exchange Bonds together with the Restricted Bonds are referred to together as the Bonds. The "Description of the Exchange Bonds" section of this prospectus contains a more detailed description of the terms and conditions of the Exchange Bonds.*

Issuer	Mylan Inc.
Exchange Bonds Offered	\$500.0 million aggregate principal amount of 1.800% senior notes due 2016 \$650.0 million aggregate principal amount of 2.600% senior notes due 2018
Maturity Dates	2016 Exchange Bonds: June 24, 2016 2018 Exchange Bonds: June 24, 2018
Interest Payment Dates	June 24 and December 24, commencing December 24, 2013. Interest on the Exchange Bonds will accrue from the issue date of the Restricted Bonds.
Interest	The 2016 Exchange Bonds will bear interest at a rate of 1.800% per annum. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months. The 2018 Exchange Bonds will bear interest at a rate of 2.600% per annum. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months.
Ranking	The Exchange Bonds will be our senior unsecured obligations. The Exchange Bonds will rank equally in right of payment with all of our existing and future indebtedness that is not by its terms expressly subordinated to other of our indebtedness, senior in right of payment to any of our future indebtedness that is by its terms expressly subordinated to our senior indebtedness and effectively junior to our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness in addition to all indebtedness of our subsidiaries.
No Guarantees	On June 27, 2013, we entered into a new senior credit agreement with certain lenders and Bank of America, N.A., as administrative agent, which was not guaranteed by our subsidiaries (the "Credit Agreement"). The Credit Agreement replaced our senior credit agreement, dated November 14, 2011 and amended December 7, 2012, with certain lenders and Bank of America, N.A., as administrative agent, which was guaranteed by certain of our subsidiaries. Upon termination of the Credit Agreement, the guarantees provided by our subsidiaries of the Restricted Bonds were automatically released in accordance with the terms of the indentures governing such notes.

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	<p>The notes being exchanged for the Restricted Bonds will not upon issuance be guaranteed by any of our subsidiaries. If any subsidiary of the Company (other than a Receivables Entity) becomes a guarantor or obligor in respect of any Triggering Indebtedness (as defined herein), we will cause such subsidiary to enter into a supplemental indenture pursuant to which such subsidiary shall agree to guarantee our obligations under the notes, fully and unconditionally and on a senior basis. See "Description of the Exchange Bonds Guarantees" and "Certain Covenants Additional Guarantees."</p>
<p>Optional Redemption</p>	<p>We may redeem some or all of the 2016 Exchange Bonds prior to maturity at a price equal to the greater of (i) 100% of the aggregate principal amount of any 2016 Exchange Bonds being redeemed, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the 2016 Exchange Bonds being redeemed, not including unpaid interest accrued to, but excluding, the redemption date, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 20 basis points with respect to any 2016 Exchange Bonds, plus, in each case, unpaid interest on the 2016 Exchange Bonds being redeemed accrued to the redemption date.</p> <p>We may redeem some or all of the 2018 Exchange Bonds prior to maturity at a price equal to the greater of (i) 100% of the aggregate principal amount of any 2018 Exchange Bonds being redeemed, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the 2018 Exchange Bonds being redeemed, not including unpaid interest accrued to, but excluding, the redemption date, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 30 basis points with respect to any 2018 Exchange Bonds, plus, in each case, unpaid interest on the 2018 Exchange Bonds being redeemed accrued to the redemption date.</p> <p>See "Description of the Exchange Bonds Optional Redemption Optional Redemption for the 2016 Exchange Bonds" and " Optional Redemption for the 2018 Exchange Bonds."</p>
<p>Change of Control Repurchase Event</p>	<p>If we experience certain Change of Control Repurchase Events (as defined herein) with respect to a series of the Exchange Bonds, we must offer to purchase all the Exchange Bonds of such series at a purchase price in cash in an amount equal to 101% of the principal amount of such Exchange Bonds, plus accrued but unpaid interest, if any, to (but not including) the date of purchase. See "Description of the Exchange Bonds Purchase of Notes Upon a Change of Control Repurchase Event."</p>

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Certain Covenants

The indenture governing the Exchange Bonds contains covenants that, among other things, restrict our ability and the ability of certain of our subsidiaries to:

enter into sale and leaseback transactions;

create liens;

with respect to such subsidiaries only, guaranty certain of our outstanding obligations without also guaranteeing our obligations under the Exchange Bonds, fully and unconditionally and on a senior basis; and

consolidate, merge or sell substantially all of our assets.

These covenants are subject to a number of important exceptions and qualifications. See "Description of the Exchange Bonds - Certain Covenants."

Absence of an Established Market for the  
Notes  
Form and Denominations

We do not intend to list the Exchange Bonds on any securities exchange or on any automated dealer quotation system.