

TEVA PHARMACEUTICAL INDUSTRIES LTD
Form DEFA14A
April 16, 2019

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material under §240.14a-12

**Confidential, For Use of the Commission Only (as
permitted by Rule 14a-6(e)(2))**

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

The following communication was sent to certain beneficial holders of its American Depositary Shares by or on behalf of Teva Pharmaceutical Industries Limited:

The following communication was sent to certain registered holders of its American Depositary Shares by or on behalf of Teva Pharmaceutical Industries Limited:

The following communication was sent to certain holders of its ordinary shares by Teva Pharmaceutical Industries Limited:

**TEVA PHARMACEUTICAL INDUSTRIES
LIMITED**

2019 ANNUAL MEETING OF SHAREHOLDERS

June 11, 2019

9:00 a.m. (Israel time)

Teva's executive offices

5 Basel Street

Petach Tikva, 4951033 Israel

Directions to the Teva Pharmaceutical Industries
Limited

2019 Annual Meeting of Shareholders are available in
the

proxy statement which can be viewed at

www.tevapharm.com/2019proxymaterials.

Important Notice Regarding the Availability of Proxy Materials for the

Shareholder Meeting to be Held on June 11, 2019.

Notice is hereby given that the 2019 Annual Meeting of Shareholders (the meeting) of Teva Pharmaceutical Industries Limited (Teva) will be held at 5 Basel Street, Petach Tikva, 4951033 Israel on June 11, 2019 at 9:00 a.m. (Israel time).

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. This is not a form for voting.

The Proxy Statement and Annual Report are available at www.tevapharm.com/2019proxymaterials.

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 24, 2019 to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

1. To appoint the following persons: Amir Elstein, Roberto A. Mignone and Dr. Perry D. Nisen to serve on the Board of Directors until our 2022 annual meeting of shareholders.
2. To approve, on a non-binding advisory basis, the compensation for Teva's named executive officers.
3. To approve an amended Compensation Policy with respect to the terms of office and employment of Teva's Executive Officers and Directors, substantially in the form attached as Appendix A to the Proxy Statement.
4. Director Compensation:
 - (a) To approve the compensation to be provided to Teva's non-employee directors; and
 - (b) To approve the compensation to be provided to Teva's non-executive Chairman of the Board.
5. To appoint Kesselman & Kesselman, a member of PricewaterhouseCoopers International Ltd., as Teva's independent registered public accounting firm until Teva's 2020 annual meeting of shareholders. In addition, shareholders will consider Teva's annual consolidated financial statements for the year ended December 31, 2018.

The Board of Directors recommends that you vote FOR all proposals.

To request paper copies of the proxy materials, which include the proxy card, proxy statement and annual report, please contact us via:

Internet/Mobile Access the Internet and go to www.tevapharm.com/InfoRequest. Follow the instructions to order copies.

Telephone Call Investor Relations in the United States at +1 (215) 591-8912 or in Israel at +972 (3) 926-7516.

Email Send us an email at TevaIR@tevapharm.com with "Teva Materials Request" in the subject line. The email must include:

Your preference to receive printed materials via mail -or- to receive an email with links to the electronic materials.

If you choose email delivery you must include the email address.

If you would like this election to apply to delivery of material for all future meetings, write the word "Permanent" .

In order to ensure timely delivery, you must request the information no later than May 24, 2019.