

Actavis Ltd  
Form S-4  
June 18, 2013  
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As filed with the U.S. Securities and Exchange Commission on June 18, 2013

Registration No. [ ]

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

**FORM S-4**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ACTAVIS LIMITED**

(Exact name of registrant as specified in its charter)

**Ireland**  
(State or other jurisdiction of

**2834**  
(Primary Standard Industrial

**[ ]**  
(I.R.S. Employer

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incorporation or organization)

Classification Code Number)

Identification Number)

**70 Sir John Rogerson's Quay**

**Dublin 2, Ireland**

**(862) 261-7000**

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

**Paul M. Bisaro**

**President and Chief Executive Officer**

**Actavis, Inc.**

**Morris Corporate Center III**

**400 Interpace Parkway**

**Parsippany, New Jersey 07054**

**(862) 261-7000**

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

*With copies to:*

<b>Charles Ruck, Esq.</b>	<b>David A. Buchen, Esq.</b>	<b>Ryan T. Sullivan, Esq.</b>	<b>Michael Davis, Esq.</b>
<b>R. Scott Shean, Esq.</b>	<b>Chief Legal Officer - Global</b>	<b>General Counsel</b>	<b>H. Oliver Smith, Esq.</b>
<b>Stephen B. Amdur, Esq.</b>	<b>Actavis, Inc.</b>	<b>Warner Chilcott Public</b>	<b>Davis Polk &amp; Wardwell LLP</b>
<b>Latham &amp; Watkins LLP</b>	<b>Morris Corporate Center III</b>	<b>Limited Company</b>	<b>450 Lexington Avenue</b>
<b>650 Town Center Drive,</b>	<b>400 Interpace Parkway</b>	<b>c/o Warner Chilcott</b>	<b>New York, New York 10017</b>
<b>20th Floor</b>	<b>Parsippany, NJ 07054</b>	<b>Corporation</b>	<b>(212) 450-4000</b>
<b>Costa Mesa, CA 92626-1925</b>	<b>(862) 261-7000</b>	<b>100 Enterprise Drive</b>	

(714) 540-1235

Rockaway, New Jersey 07866

(973) 442-3200

**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the merger and the acquisition described in the enclosed joint proxy statement/prospectus.

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 of 1933, as amended, 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  (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 to be registered	Proposed	Proposed	Amount of registration fee
		maximum offering price per share	maximum aggregate offering price	
Ordinary Shares, nominal value \$0.0001 per share	177,640,577.60 <sup>(1)</sup>	Not Applicable	\$22,403,135,399.76 <sup>(2)</sup>	\$3,055,787.67 <sup>(3)</sup>

(1) Represents the maximum number of the registrant's ordinary shares estimated to be issuable upon the completion of the transaction described herein. Calculated as the sum of (a) the product obtained by multiplying (i) the sum of (w) 251,123,743 Warner Chilcott ordinary shares outstanding as of June 12, 2013, plus (x) 6,205,434 Warner Chilcott ordinary shares issuable pursuant to options outstanding as of June 12, 2013, plus (y) 2,265,383 Warner Chilcott ordinary shares subject to stock awards outstanding as of June 12,

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- 2013 (excluding any stock awards included in clause (w)), plus (z) 150,000 Warner Chilcott ordinary shares registered pursuant to the Warner Chilcott Equity Incentive Plan and issuable pursuant to options or subject to stock awards, in each case that may be issued or granted prior to completion of the transaction described herein by (ii) 0.160, which is the exchange ratio under the Transaction Agreement, plus (b) the sum of (i) 133,334,534 Actavis common shares outstanding as of June 10, 2013, plus (ii) 1,202,487 Actavis common shares issuable pursuant to options outstanding as of June 10, 2013, plus (iii) 1,544,427 Actavis common shares subject to stock awards outstanding as of June 10, 2013.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and computed pursuant to Rule 457(f)(1) and 457(c) of the Securities Act. Calculated as the sum of (i) the product obtained by multiplying (x) \$19.94 (the average of the high and low prices of Warner Chilcott ordinary shares on June 14, 2013), by (y) 259,744,560 Warner Chilcott ordinary shares (the total number of Warner Chilcott ordinary shares outstanding or issuable pursuant to options or subject to stock awards outstanding as of June 12, 2013 or registered pursuant to the Warner Chilcott Equity Incentive Plan and issuable pursuant to options or subject to stock awards, in each case that may be issued or granted prior to completion of the transaction described herein), plus (ii) the product obtained by multiplying (a) \$126.57 (the average of the high and low prices of Actavis common shares on June 14, 2013), by (b) 136,081,448 Actavis common shares (the total number of Actavis common shares outstanding or issuable pursuant to options or subject to stock awards as of June 10, 2013) outstanding.
- (3) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$136.40 per \$1,000,000 of the proposed maximum aggregate offering price.

**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, as amended, or until the registration statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.**

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**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. If you are in any doubt about this transaction, you should consult an independent financial advisor who, if you are taking advice in Ireland, is authorized or exempted under the Investment Intermediaries Act, 1995 or the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007.**

**SUBJECT TO COMPLETION, DATED [ ], 2013**

**PRELIMINARY COPY**

To Our Stockholders:

You are cordially invited to attend a special meeting of the stockholders of Actavis, Inc. ( Actavis ) to be held on [ ], 2013 at [ ] local time, at [ ].

As previously announced, on May 19, 2013, Actavis entered into a transaction agreement with Warner Chilcott Public Limited Company ( Warner Chilcott ) to acquire Warner Chilcott through the formation of a new holding company incorporated in Ireland that will be renamed Actavis plc ( New Actavis ). The acquisition of Warner Chilcott will be effected by means of a scheme of arrangement under Irish law, subject to the approval of the Irish High Court. As consideration for the acquisition, Warner Chilcott shareholders will receive 0.160 of a New Actavis ordinary share for each Warner Chilcott share.

In connection with the acquisition, Actavis will merge with Actavis W.C. Holding 2 Inc., an indirect wholly owned subsidiary of New Actavis. Each Actavis common share then issued and outstanding will be cancelled and automatically converted into the right to receive one ordinary share of New Actavis. After giving effect to the acquisition and the merger, former Actavis stockholders are expected to own approximately 77% of the New Actavis ordinary shares and former Warner Chilcott shareholders are expected to own approximately 23% of the New Actavis ordinary shares. The exchange of Actavis shares for New Actavis ordinary shares and cash in lieu of New Actavis fractional shares will be a taxable transaction to Actavis stockholders. The New Actavis ordinary shares are expected to be listed on the NYSE under the symbol ACT . Based on the number of Actavis and Warner Chilcott shares outstanding as of [ ], the total number of New Actavis ordinary shares that is expected to be issued in connection with the acquisition and the merger is approximately [ ].

**We urge all Actavis stockholders to read the accompanying joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference in the accompanying joint proxy statement/prospectus, carefully and in their entirety. In particular, we urge you to read carefully Risk Factors beginning on page [ ] of the accompanying joint proxy statement/prospectus.**

Actavis is holding a special meeting of our stockholders to seek your approval of the Transaction Agreement, the merger and certain related proposals. However, the acquisition is not conditioned upon approval of such related proposals. Your proxy is being solicited by the board of directors of Actavis. After careful consideration, our board of directors has unanimously approved the Transaction Agreement and determined that the terms of the acquisition will further the strategies and goals of Actavis. **Our board of directors recommends unanimously that you vote FOR the proposal to approve the Transaction Agreement and the merger and FOR the other proposals described in the accompanying joint proxy statement/prospectus.** In considering the recommendation of the board of directors of Actavis, you should be aware that certain directors and executive officers of Actavis will have interests in the proposed transaction in addition to interests they might

have as stockholders of Actavis. See *The*

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*Transaction Interests of Certain Persons in the Transaction Actavis* . **Your vote is very important. Please vote as soon as possible whether or not you plan to attend the special meeting by following the instructions in the accompanying joint proxy statement/prospectus.**

On behalf of the Actavis board of directors, thank you for your consideration and continued support.

Very truly yours,

Paul M. Bisaro  
President, Chief Executive Officer and Director  
Actavis, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the transaction or determined if the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

For the avoidance of doubt, the accompanying joint proxy statement/prospectus is not intended to be and is not a prospectus for the purposes of the Investment Funds, Companies and Miscellaneous Provisions Act of 2005 of Ireland (the 2005 Act ), the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland or the Prospectus Rules issued under the 2005 Act, and the Central Bank of Ireland has not approved this document.

The accompanying joint proxy statement/prospectus is dated [ ], 2013, and is first being mailed to stockholders of Actavis on or about [ ], 2013.

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**ADDITIONAL INFORMATION**

The accompanying joint proxy statement/prospectus incorporates by reference important business and financial information about Actavis from documents that are not included in or delivered with the joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the joint proxy statement/prospectus by requesting them in writing or by telephone from Actavis at the following address and telephone number:

Actavis, Inc.

Morris Corporate Center III

400 Interpace Parkway

Parsippany, NJ 07054

Attention: Investor Relations

(862) 261-7488

*ir.actavis.com*

In addition, if you have questions about the transaction or the special meeting, or if you need to obtain copies of the accompanying joint proxy statement/prospectus, proxy cards or other documents incorporated by reference in the joint proxy statement/prospectus, you may contact the contact listed below. You will not be charged for any of the documents you request.

MacKenzie Partners Inc.

105 Madison Avenue

New York, NY 10016

*proxy@mackenziepartners.com*

(212) 929-5500 (call collect)

or

Toll-Free (800) 322-2885

**If you would like to request documents, please do so by [ ], 2013, in order to receive them before the special meeting.**

For a more detailed description of the information incorporated by reference in the accompanying joint proxy statement/prospectus and how you may obtain it, see *Where You Can Find More Information* beginning on page [ ] of the accompanying joint proxy statement/prospectus.



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**Warner Chilcott Public Limited Company**

**1 Grand Canal Square**

**Docklands**

**Dublin 2, Ireland**

To Our Shareholders:

You are cordially invited to attend two special meetings of the shareholders of Warner Chilcott Public Limited Company ( Warner Chilcott ). The first, the special court-ordered meeting, is to be held on [ ], 2013 at [ ] local time, at [ ], and the second, the extraordinary general meeting (the EGM ), is to be held on [ ], 2013 at [ ] local time, at the same location, or, if later, as soon as possible after the conclusion or adjournment of the special court-ordered meeting.

As previously announced, on May 19, 2013, Warner Chilcott entered into a Transaction Agreement with Actavis, Inc. ( Actavis ), pursuant to which Actavis will acquire Warner Chilcott through the formation of a new holding company incorporated in Ireland, which is referred to as New Actavis . The acquisition of Warner Chilcott will be effected by means of a scheme of arrangement under Irish law.

As consideration for the acquisition, Warner Chilcott shareholders will receive 0.160 of a New Actavis ordinary share for each Warner Chilcott ordinary share. In connection with the acquisition, Actavis will merge with an indirect wholly owned subsidiary of New Actavis. Each Actavis common share then issued and outstanding will be cancelled and automatically converted into the right to receive one New Actavis ordinary share. Upon completion of the merger and the acquisition, based on the number of Actavis and Warner Chilcott shares outstanding as of [ ], the former stockholders of Actavis are expected to own approximately 77%, and the former shareholders of Warner Chilcott are expected to own approximately 23%, of the outstanding ordinary shares of New Actavis. The receipt of New Actavis ordinary shares for Warner Chilcott ordinary shares is expected to be a tax-free transaction to Warner Chilcott shareholders.

You are being asked to vote on a proposal to approve the scheme at both special meetings, as well as three related proposals being presented at the EGM that shareholders must approve in order to properly implement the scheme. You are also being asked to vote at the EGM on proposals relating to the creation of distributable reserves , which are required under Irish law in order for New Actavis to, among other things, be able to pay dividends in the future, as well as the non-binding advisory approval of specified compensatory arrangements between Warner Chilcott and its named executive officers relating to the transaction; however, the acquisition is not conditioned on approval of these two proposals. The scheme is also subject to approval by the Irish High Court. More information about the transaction and the proposals is contained in the accompanying joint proxy statement/prospectus. **We urge all Warner Chilcott shareholders to read the accompanying joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference therein, carefully and in their entirety. In particular, we urge you to read carefully Risk Factors beginning on page [ ] of the accompanying joint proxy statement/prospectus.**

Your proxy is being solicited by the board of directors of Warner Chilcott. After careful consideration, the board of directors of Warner Chilcott has unanimously determined that the Transaction Agreement and the transactions contemplated by the Transaction Agreement, including the scheme, are fair and reasonable and in the best interests of Warner Chilcott and its shareholders. **The Warner Chilcott board of directors recommends unanimously that you vote FOR all proposals.** In considering the recommendation of the Warner Chilcott board of directors, you should be aware that certain directors and executive officers of Warner Chilcott will have interests in the proposed transaction in addition to the interests they might have as shareholders. **Your vote is very important. Please vote as soon as possible, whether or not you plan to attend the special meetings, by following the instructions in the accompanying joint proxy statement/prospectus.**

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On behalf of the Warner Chilcott board of directors, thank you for your consideration and continued support.

Very truly yours,

*Roger M. Boissonneault*  
Chief Executive Officer, President and Director

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the transaction or determined if the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

For the avoidance of doubt, the accompanying joint proxy statement/prospectus is not intended to be and is not a prospectus for the purposes of the Investment Funds, Companies and Miscellaneous Provisions Act of 2005 of Ireland (the 2005 Act), the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland or the Prospectus Rules issued under the 2005 Act, and the Central Bank of Ireland has not approved this document.

The accompanying joint proxy statement/prospectus is dated [ ], 2013, and is first being mailed to shareholders of Warner Chilcott on or about [ ], 2013.

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**ADDITIONAL INFORMATION**

The accompanying joint proxy statement/prospectus incorporates by reference important business and financial information about Warner Chilcott from documents that are not included in or delivered with the joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the joint proxy statement/prospectus by requesting them in writing or by telephone from Warner Chilcott at the following address and telephone number:

Warner Chilcott

c/o Warner Chilcott Corporation

100 Enterprise Drive

Rockaway, New Jersey 07866

Attention: Investor Relations

(973) 442-3200

*www.wcrx.com Investor Relations tab*

In addition, if you have questions about the transaction or the special meetings, or if you need to obtain copies of the accompanying joint proxy statement/prospectus, proxy cards or other documents incorporated by reference in the joint proxy statement/prospectus, you may contact the contact listed below. You will not be charged for any of the documents you request.

Georgeson Inc.

480 Washington Boulevard, 26th Floor

Jersey City, NJ 07310

Toll-Free (888) 680-1528

**If you would like to request documents, please do so by [ ], 2013, in order to receive them before the special meetings.**

For a more detailed description of the information incorporated by reference in the accompanying joint proxy statement/prospectus and how you may obtain it, see *Where You Can Find More Information* beginning on page [ ] of the accompanying joint proxy statement/prospectus.

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**ACTAVIS, INC.**

**Morris Corporate Center III**

**400 Interpace Parkway**

**Parsippany, New Jersey 07054**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**Time:** [ ] local time

**Date:** [ ], 2013

**Place:** [ ].

**Purpose:** (1) To approve the Transaction Agreement, dated May 19, 2013, among Actavis, Inc. ( Actavis ), Warner Chilcott Public Limited Company ( Warner Chilcott ), Actavis Limited ( New Actavis ), Actavis Ireland Holding Limited, Actavis W.C. Holding LLC, and Actavis W.C. Holding 2 LLC and the merger;

(2) To approve the creation of distributable reserves, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme of arrangement by which New Actavis will acquire Warner Chilcott;

(3) To consider and vote upon, on a non-binding advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the Transaction Agreement; and

(4) To approve any motion to adjourn the Actavis special meeting, or any adjournments thereof, to another time or place if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the Actavis special meeting to approve the Transaction Agreement and the merger, (ii) to provide to Actavis stockholders in advance of the special meeting any supplement or amendment to the joint proxy statement/prospectus and/or (iii) to disseminate any other information which is material to the Actavis stockholders voting at the special meeting.

The merger and the acquisition are not conditioned on approval of proposals 2, 3 or 4 described above.

The enclosed joint proxy statement/prospectus describes the purpose and business of the special meeting, contains a detailed description of the Transaction Agreement and the merger and includes a copy of the Transaction Agreement as Annex A and the conditions of the acquisition and the scheme as Annex B. Please read these documents carefully before deciding how to vote.

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**Record Date:** The record date for the Actavis special meeting has been fixed by the board of directors as the close of business on [ ], 2013. Actavis stockholders of record at that time are entitled to vote at the Actavis special meeting.

More information about the transaction and the proposals is contained in the accompanying joint proxy statement/prospectus. **We urge all Actavis stockholders to read the accompanying joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference in the accompanying joint proxy statement/prospectus, carefully and in their entirety. In particular, we urge you to read carefully *Risk Factors* beginning on page [ ] of the accompanying joint proxy statement/prospectus.**

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The Actavis board of directors recommends unanimously that Actavis stockholders vote **FOR** the proposal to approve the Transaction Agreement and the merger, **FOR** the proposal to reduce all of the share premium of New Actavis to create distributable reserves, **FOR** the proposal to approve, on a non-binding advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Actavis Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus and **FOR** the Actavis adjournment proposal.

By order of the board of directors

David A. Buchen  
Chief Legal Officer - Global and Secretary  
[ ], 2013

**YOUR VOTE IS IMPORTANT**

You may vote your shares by using a toll-free telephone number or electronically over the Internet as described on the proxy form. We encourage you to file your proxy using either of these options if they are available to you. Alternatively, you may mark, sign, date and mail your proxy form in the postage-paid envelope provided. The method by which you vote does not limit your right to vote in person at the special meeting. We strongly encourage you to vote.

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**WARNER CHILCOTT PUBLIC LIMITED COMPANY**

**Registered in Ireland**

**No. 471506**

**1 Grand Canal Square, Docklands**

**Dublin 2, Ireland**

**NOTICE OF COURT MEETING OF SHAREHOLDERS**

**NOTICE OF COURT MEETING**

**IN THE HIGH COURT No. 2013/[ ] COS**

**IN THE MATTER OF WARNER CHILCOTT PUBLIC LIMITED COMPANY**

**and**

**IN THE MATTER OF THE COMPANIES ACTS 1963 to 2012**

NOTICE IS HEREBY GIVEN that by an Order dated [ ], 2013 made in the above matters, the Irish High Court has directed a meeting (the Court Meeting ) to be convened of the holders of the Scheme Shares (as defined in the proposed scheme of arrangement) of Warner Chilcott Public Limited Company ( Warner Chilcott ) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Section 201 of the Companies Act 1963 proposed to be made between Warner Chilcott and the holders of the Scheme Shares (and that such meeting will be held at [ ], on [ ], 2013, at [ ] (local time)), at which place and time all holders of the Scheme Shares entitled to vote thereat are invited to attend.

A copy of the scheme of arrangement and a copy of the explanatory statement required to be furnished pursuant to Section 202 of the Companies Act 1963 are included in the document of which this Notice forms part.

**Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person, whether a shareholder of Warner Chilcott or not, as their proxy to attend, speak and vote in their stead. A Form of Proxy for use at the Court Meeting is enclosed with this Notice. Completion and return of a Form of Proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting, or any adjournment thereof, if that shareholder wishes to do so. Any alteration to the Form of Proxy must be initialed by the person who signs it.**

**Whether or not you plan to attend the Court Meeting in person, it is important that your shares be represented and voted at the Court Meeting.** Holders of record may submit a proxy via the Internet, by telephone or by completing, signing and dating the enclosed proxy card and returning it as promptly as possible in the enclosed postage-paid, return-addressed reply envelope. Holders of record must vote in accordance with the instructions listed on the proxy card. Beneficial holders whose shares are held in the name of a bank, broker or other nominee ( street name ) must vote in accordance with the voting instructions provided to them by their bank, broker or other nominee. Such holders may be eligible to submit a proxy electronically or by telephone. Any holder of record who is present at the Court Meeting may vote in person instead of by proxy, thereby canceling any previous proxy. If you are a holder of record entitled to attend and vote at the Court Meeting, then you are entitled to appoint a proxy or proxies to attend, speak and vote on your behalf at the Court Meeting. A proxy is not required to be a shareholder of Warner Chilcott. A shareholder wishing to name any person other than the individual specified on the proxy card as his or her proxy holder may do so by crossing out the name of the designated proxy holder specified on the proxy card and inserting the name of such other person to act as his or her proxy. In that case, it will be necessary for the shareholder to sign the proxy card and deliver it in accordance with the

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instructions on the enclosed proxy card, with a copy to the person named as his or her proxy holder, and for the person so named to be present to vote at the Court Meeting.



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**Please note that if shareholders plan to attend the Court Meeting in person, they will need to register in advance to be admitted.** Holders of record can register for the Court Meeting by checking the appropriate box on their proxy card. The Court Meeting will start promptly at [ ] (local time).

**In addition to registering in advance, shareholders will be required to present a valid government-issued photo identification (e.g., driver's license or passport) to enter the Court Meeting.** Holders of record, whose shares are registered in their name, should bring a valid form of photo identification to the Court Meeting. Beneficial holders whose shares are held in street name will need to bring a proxy or letter from their bank, broker or other nominee that confirms that such holder is the beneficial owner of such shares as of the record date, together with a valid form of photo identification. Beneficial holders whose shares are held in street name and who plan to vote at the Court Meeting must obtain a legal proxy, executed in their favor, from the holder of record to be able to vote at the Court Meeting. Holders of record will be verified against an official list. Warner Chilcott reserves the right to deny admittance to anyone who cannot adequately show proof of share ownership as of [ ], 2013. See *The Special Meetings of Warner Chilcott's Shareholders* of the accompanying joint proxy statement/prospectus.

Entitlement to attend and vote at the Court Meeting, or any adjournment thereof, and the number of votes which may be cast thereat, will be determined by reference to the register of members of Warner Chilcott as of the close of business on [ ], 2013, which is referred to as the Voting Record Time .

If the Form of Proxy is properly executed and submitted, it will be voted in the manner directed by the shareholder executing it, or if no directions are given, will be voted at the discretion of the Chairman of the Court Meeting or any other person duly appointed as proxy by the shareholder.

By the said Order, the Irish High Court has appointed [ ], or, failing him, such director or officer of Warner Chilcott as the board of directors of Warner Chilcott may determine,] to act as Chairman of said meeting and has directed the Chairman to report the result thereof to the Irish High Court.

Subject to the approval of the resolution proposed at the meeting convened by this notice and the requisite resolutions to be proposed at the extraordinary general meeting of Warner Chilcott convened for [ ], 2013, it is anticipated that the Irish High Court will order that the hearing of the petition to sanction said scheme of arrangement will take place in the second half of 2013.

Terms shall have the same meaning in this Notice as they have in the joint proxy statement/prospectus accompanying this Notice.

The scheme of arrangement will be subject to the subsequent sanction of the Irish High Court.

***Issued shares and total voting rights***

The total number of issued Scheme Shares held by Scheme Shareholders as of the Voting Record Time entitled to vote at the Court Meeting is [ ]. The resolution at the Court Meeting shall be decided on a poll. Every holder of a Warner Chilcott ordinary share as of the Voting Record Time will have one vote for every Warner Chilcott ordinary share carrying voting rights of which he, she or it is the holder. A holder of a Warner Chilcott ordinary share as of the Voting Record Time (whether present in person or by proxy) who is entitled to more than one vote need not use all his, her or its votes or cast all his, her or its votes in the same way. The approval required at the Court Meeting is a majority in number of the Warner Chilcott shareholders of record casting votes on the proposal representing three-fourths (75 percent) or more in value of the Warner Chilcott ordinary shares held by such holders, present and voting either in person or by proxy.

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**YOUR VOTE IS IMPORTANT**

**IT IS IMPORTANT THAT AS MANY VOTES AS POSSIBLE ARE CAST AT THE COURT MEETING (WHETHER IN PERSON OR BY PROXY) SO THAT THE IRISH HIGH COURT CAN BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF WARNER CHILCOTT SHAREHOLDER OPINION. TO ENSURE YOUR REPRESENTATION AT THE MEETING, YOU ARE REQUESTED TO COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AS PROMPTLY AS POSSIBLE AND RETURN IT IN THE POSTAGE PREPAID ENVELOPE ENCLOSED FOR THAT PURPOSE OR SUBMIT A PROXY BY INTERNET OR TELEPHONE IN THE MANNER PROVIDED ABOVE. AS FURTHER DESCRIBED IN THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS, IF YOU ATTEND THE MEETING, YOU MAY VOTE IN PERSON EVEN IF YOU HAVE RETURNED A PROXY.**

Dated [ ], 2013

Arthur Cox

Earlsfort Centre

Earlsfort Terrace

Dublin 2

Ireland

Solicitors for Warner Chilcott Public Limited Company

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**WARNER CHILCOTT PUBLIC LIMITED COMPANY**

**Registered in Ireland No. 471506**

**1 Grand Canal Square, Docklands**

**Dublin 2, Ireland**

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**OF WARNER CHILCOTT PUBLIC LIMITED COMPANY**

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING ( EGM ) of Warner Chilcott Public Limited Company (the Company or Warner Chilcott ) will be held at [ ], on [ ], 2013 at [ ] (local time) (or, if later, as soon as possible after the conclusion or adjournment of the Court Meeting (as defined in the scheme of arrangement which is included in the document of which this Notice forms part)) for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1, 3, 5, 6 and 7 will be proposed as ordinary resolutions and Resolutions 2 and 4 as special resolutions:

**1. Ordinary Resolution: To approve the Scheme of Arrangement**

That, subject to the approval by the requisite majorities of the Scheme of Arrangement (as defined in the document of which this Notice forms part) at the Court Meeting, the Scheme of Arrangement (a copy of which has been produced to this meeting and for the purposes of identification signed by the Chairman thereof) in its original form or with or subject to any modification, addition or condition approved or imposed by the Irish High Court be approved and the directors of Warner Chilcott be authorized to take all such action as they consider necessary or appropriate for carrying the Scheme of Arrangement into effect.

**2. Special Resolution: Cancellation of Warner Chilcott Shares pursuant to the Scheme of Arrangement**

That, subject to the passing of Resolution 1 (above) and to the confirmation of the Irish High Court pursuant to Section 72 of the Companies Act 1963, the issued capital of Warner Chilcott be reduced by cancelling and extinguishing all the Cancellation Shares (as defined in the Scheme of Arrangement) but without thereby reducing the authorized share capital of Warner Chilcott.

**3. Ordinary Resolution: Directors authority to allot securities and application of reserves**

That, subject to the passing of Resolutions 1 and 2 above:

- (i) the directors of Warner Chilcott be and are hereby generally authorized pursuant to and in accordance with Section 20 of the Companies (Amendment) Act 1983 to give effect to this resolution and accordingly to effect the allotment of the New Warner Chilcott Shares (as defined in the Scheme of Arrangement) referred to in paragraph (ii) below provided that (i) this authority shall expire on December 31, 2014, (ii) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be an amount equal to the nominal value of the Cancellation Shares and (iii) this authority shall be without prejudice to any other authority

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under Section 20 previously granted before the date on which this resolution is passed; and

- (ii) forthwith upon the reduction of capital referred to in Resolution 2 above taking effect, the reserve credit arising in the books of account of Warner Chilcott as a result of the cancellation of the Cancellation Shares be applied in paying up in full at par such number of New Warner Chilcott Shares as shall be equal to the aggregate of the number of Cancellation Shares cancelled pursuant to Resolution 2 above, such new Warner Chilcott Shares to be allotted and issued to Actavis Limited, a limited company incorporated in Ireland (company number 527629) ( New Actavis ) and/or its nominee(s) credited as fully paid up and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature whatsoever.

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**4. Special Resolution: Amendment to Articles**

That, subject to the Scheme becoming effective, the Articles of Association of Warner Chilcott be amended by adding the following new Article 155:

*155. Scheme of Arrangement*

- (a) In these Articles, the **Scheme** means the scheme of arrangement dated [ ], 2013 between the Company and the holders of the Scheme Shares under Section 201 of the Companies Act 1963 in its original form or with or subject to any modification, addition or condition approved or imposed by the Irish High Court and expressions defined in the Scheme and (if not so defined) in the document containing the explanatory statement circulated with the Scheme under Section 202 of the Companies Act 1963 shall have the same meanings in this Article.
- (b) Notwithstanding any other provision of these Articles, if the Company allots and issues any ordinary shares (other than to New Actavis, or its nominee(s) (holding on bare trust for New Actavis)) on or after the Voting Record Time and prior to 10:00 p.m. (Irish time) on the day before the date on which the Scheme becomes effective (the **Scheme Record Time** ), such shares shall be allotted and issued subject to the terms of the Scheme and the holder or holders of those shares shall be bound by the Scheme accordingly.
- (c) Notwithstanding any other provision of these Articles, if any new ordinary shares are allotted or issued to any person (a **new member** ) (other than under the Scheme or to New Actavis or any subsidiary undertaking of New Actavis or anyone acting on behalf of New Actavis (holding on bare trust for New Actavis) at or after the Scheme Record Time, New Actavis will, provided the Scheme has become effective, have such shares transferred immediately, free of all encumbrances, to New Actavis and/or its nominee(s) (holding on bare trust for New Actavis) in consideration of and conditional on the payment by New Actavis to the new member of the consideration to which the new member would have been entitled under the terms of the Scheme had such shares transferred to New Actavis hereunder been a Scheme Share, such new Warner Chilcott Shares to rank *pari passu* in all respects with all other Warner Chilcott Shares for the time being in issue and ranking for any dividends or distributions made, paid or declared thereon following the date on which the transfer of such new Warner Chilcott Shares is executed.
- (d) In order to give effect to any such transfer required by this Article 155, the Company may appoint any person to execute and deliver a form of transfer on behalf of, or as attorney for, the new member in favor of New Actavis and/or its nominee(s) (holding on bare trust for New Actavis). Pending the registration of New Actavis as a holder of any share to be transferred under this Article 155, the new member shall not be entitled to exercise any rights attaching to any such share unless so agreed by New Actavis and New Actavis shall be irrevocably empowered to appoint a person nominated by the Directors of New Actavis to act as attorney on behalf of any holder of that share in accordance with any directions New Actavis gives in relation to any dealings with or disposal of that share (or any interest in it), exercising any rights attached to it or receiving any distribution or other benefit accruing or payable in respect of it and any holders of that share must exercise all rights attaching to it in accordance with the directions of New Actavis. The Company shall not be obliged to issue a certificate to the new member for any such share.

**5. Ordinary Resolution: Creation of Distributable Reserves of New Actavis**

That the creation of distributable reserves in New Actavis, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares (as defined in the Scheme of Arrangement) pursuant to the Scheme of Arrangement, be approved.

**6. Ordinary Resolution (non-binding, advisory): Approval of specified compensatory arrangements between Warner Chilcott and its named executive officers**

That, on a non-binding advisory basis, specified compensatory arrangements between Warner Chilcott and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Warner Chilcott Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus be approved.

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**7. Ordinary Resolution: Adjournment of the EGM**

That any motion by the Chairman to adjourn the EGM, or any adjournments thereof, to another time and place if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the EGM to approve the Scheme of Arrangement, or the other resolutions set out at 2 through 6 above, be approved.

By order of the Board	Warner Chilcott Public Limited Company
	1 Grand Canal Square
Company Secretary	Docklands
	Dublin 2
[ ]	Ireland

Ryan T. Sullivan

Dated: [ ], 2013  
Notes:

1. **Whether or not you plan to attend the EGM in person, it is important that your shares be represented and voted at the EGM.** Holders of record may submit a proxy via the Internet, by telephone or by completing, signing and dating the enclosed proxy card and returning it as promptly as possible in the enclosed postage-paid, return-addressed reply envelope. Holders of record must vote in accordance with the instructions listed on the proxy card. Beneficial holders whose shares are held in street name must vote in accordance with the voting instructions provided to them by their bank, broker, trustee, custodian or other nominee. Such holders may be eligible to submit a proxy electronically or by telephone. Any holder of record who is present at the EGM may vote in person instead of by proxy, thereby canceling any previous proxy. If you are a holder of record entitled to attend and vote at the EGM, then you are entitled to appoint a proxy or proxies to attend, speak and vote on your behalf at the EGM. A proxy is not required to be a shareholder of the Company. A shareholder wishing to name any person other than the individuals specified on the proxy card as his or her proxy holder may do so by crossing out the name of the designated proxy holder specified on the proxy card and inserting the name of such other person to act as his or her proxy. In that case, it will be necessary for the shareholder to sign the proxy card and deliver it in accordance with the instructions on the enclosed proxy card, with a copy to the person named as his or her proxy holder, and for the person so named to be present to vote at the EGM.

**Please note that if shareholders plan to attend the EGM in person, they will need to register in advance to be admitted.** Holders of record can register for the EGM by checking the appropriate box on their proxy card. The EGM will start promptly at [ ] (local time).

**In addition to registering in advance, shareholders will be required to present a valid government-issued photo identification (e.g., driver's license or passport) to enter the EGM.** Holders of record, whose shares are registered in their name, should bring a valid form of photo identification to the EGM. Beneficial holders whose shares are held in street name will need to bring a proxy or letter from their bank, broker or other nominee that confirms that such holder is the beneficial owner of such shares as of the record date, together with a valid form of photo identification. Beneficial holders whose shares are held in street name and who plan to vote at the EGM must obtain a legal proxy, executed in their favor, from the holder of record to be able to vote at the Court Meeting. The Company reserves the right to deny admittance to anyone who cannot adequately show proof of share ownership as of [ ], 2013. See *The Special Meetings of Warner Chilcott's Shareholders* of the accompanying joint proxy statement/prospectus.

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2. If the Form of Proxy is properly executed and submitted, it will be voted in the manner directed by the shareholder executing it or, if no directions are given, will be voted at the discretion of the Chairman of the EGM or any other person duly appointed as proxy by the shareholder.

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3. The completion and return of the Form of Proxy will not preclude a shareholder from attending and voting at the meeting in person.
4. In accordance with article 29 of Warner Chilcott's articles of association, the board of directors of Warner Chilcott has determined that only holders of record of ordinary shares of Warner Chilcott as of the close of business on [ ], 2013 may vote at the EGM or any adjournment thereof.
5. Terms shall have the same meaning in this Notice as they have in the Scheme of Arrangement included in the joint proxy statement/prospectus accompanying this Notice.
6. Any alteration to the Form of Proxy must be initialed by the person who signs it.
7. The Scheme is subject to the approval of the Scheme by the requisite shareholder majorities at the Court Meeting, the passing of resolutions 1 through 4 at the EGM and the subsequent sanction by the Irish High Court. The Scheme is not subject to the passing of resolutions 5 through 7 at the EGM.
8. Warner Chilcott shareholders should also refer to the section of the accompanying joint proxy statement/prospectus captioned *The Special Meetings of Warner Chilcott's Shareholders*, which further describes the matters being voted on at the EGM and the ultimate effect of each resolution.



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*The following questions and answers are intended to address briefly some commonly asked questions regarding the transaction and the special meetings. These questions and answers only highlight some of the information contained in this joint proxy statement/prospectus. They may not contain all the information that is important to you. You should read carefully this entire joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference into this joint proxy statement/prospectus, to understand fully the proposed transaction and the voting procedures for the special meetings. See *Where You Can Find More Information* beginning on page [ ] of this joint proxy statement/prospectus. Unless otherwise specified, all references in this joint proxy statement/prospectus to *Actavis* refer to Actavis, Inc., a Nevada corporation; all references in this joint proxy statement/prospectus to *Warner Chilcott* refer to Warner Chilcott Public Limited Company, a public limited company organized under the laws of Ireland; all references in this joint proxy statement/prospectus to *New Actavis* refer to Actavis Limited, a company organized under the laws of Ireland that will be re-registered as a public limited company and renamed Actavis plc at or prior to the effective time of the transaction, referred to herein as the *effective time*, as described in this joint proxy statement/prospectus; all references in this joint proxy statement/prospectus to *IrSub* refer to Actavis Ireland Holding Ltd., a private limited company organized under the laws of Ireland; all references in this joint proxy statement/prospectus to *LuxSub* refer to Actavis W.C. Holding S.à. r.l., a private limited liability company organized under the laws of Luxembourg; all references in this joint proxy statement/prospectus to *U.S. Holdco* refer to Actavis W.C. Holding LLC, a Nevada limited liability company that will be converted to a corporation and renamed Actavis W.C. Holding Inc.; all references in this joint proxy statement/prospectus to *MergerSub* refer to Actavis W.C. Holding 2 LLC, a Nevada limited liability company that will be converted to a corporation and renamed Actavis W.C. Holding 2 Inc.; unless otherwise indicated or the context requires, all references in this joint proxy statement/prospectus to *we* refer to Actavis and Warner Chilcott; all references to the *Transaction Agreement* refer to the Transaction Agreement, dated May 19, 2013, by and among Actavis, Warner Chilcott, New Actavis, IrSub, U.S. Holdco and MergerSub, a copy of which is included as Annex A to this joint proxy statement/prospectus; all references to the *conditions appendix* refer to Annex B to this joint proxy statement/prospectus; and all references to the *Expenses Reimbursement Agreement* refer to the Expenses Reimbursement Agreement, dated May 19, 2013, by and between Actavis and Warner Chilcott, a copy of which is included as Annex C to this joint proxy statement/prospectus. Unless otherwise indicated, all references to *dollars* or *\$* in this joint proxy statement/prospectus are references to U.S. dollars. If you are in any doubt about this transaction you should consult an independent financial advisor who, if you are taking advice in Ireland, is authorized or exempted by the Investment Intermediaries Act 1995, or the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 (as amended).*

**Q: Why am I receiving this joint proxy statement/prospectus?**

**A:** Actavis, Warner Chilcott, New Actavis, IrSub, U.S. Holdco and MergerSub have entered into the Transaction Agreement, pursuant to which New Actavis will acquire Warner Chilcott by means of a *scheme of arrangement*, or *scheme*, which is referred to in this joint proxy statement/prospectus as the *acquisition*, and, simultaneously with and conditioned on the concurrent consummation of the acquisition, MergerSub will be merged with and into Actavis, which is referred to in this joint proxy statement/prospectus as the *merger*, with Actavis surviving the merger as a wholly owned subsidiary of New Actavis.

Actavis will be holding a special meeting of stockholders in order to obtain the stockholder approval necessary to approve the Transaction Agreement and the merger, as described in this joint proxy statement/prospectus.

Warner Chilcott will be convening a special court-ordered meeting of its shareholders (referred to herein as the *Court Meeting*) in order to obtain shareholder approval of the scheme of arrangement. If Warner Chilcott obtains the necessary shareholder approval of the scheme of arrangement, Warner Chilcott will convene an extraordinary general meeting, or the *EGM*, in order to obtain shareholder approval of the resolutions necessary to implement the scheme of arrangement and related resolutions. The Court Meeting and the EGM are referred to herein collectively as the Warner Chilcott *special meetings*.

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We will be unable to complete the merger and the acquisition unless the requisite Actavis and Warner Chilcott shareholder approvals are obtained at the respective special meetings. However, as described below, the merger and the acquisition are not conditioned on approval of certain of the matters being presented at the Actavis special meeting and the Warner Chilcott EGM.

The acquisition, the merger and the other transactions contemplated to occur at the completion of the acquisition and merger by the Transaction Agreement are referred to collectively in this joint proxy statement/prospectus as the transaction .

We have included in this joint proxy statement/prospectus important information about the merger, the acquisition, the Transaction Agreement (a copy of which is attached as Annex A), the conditions appendix (a copy of which is attached as Annex B), the Expenses Reimbursement Agreement (a copy of which is attached as Annex C), the Actavis special meeting and the Warner Chilcott special meetings. You should read this information carefully and in its entirety. The enclosed voting materials allow you to vote your shares without attending the applicable special meeting by granting a proxy or voting your shares by mail or telephone or over the Internet.

**Q: When and where will the Actavis and the Warner Chilcott special meetings be held?**

A: The Actavis special meeting will be held at [ ], on [ ], 2013, at [ ], local time.  
The Court Meeting will be convened at [ ], on [ ], 2013, at [ ], local time.

The Warner Chilcott EGM will be convened at [ ], on [ ], 2013, at [ ], local time or, if later, as soon as possible after the conclusion or adjournment of the Court Meeting.

**Q: What will the Actavis stockholders receive as consideration in the transaction?**

A: At the effective time, each Actavis common share issued and outstanding immediately prior to the merger will be cancelled and will automatically be converted into the right to receive one New Actavis ordinary share. Each New Actavis ordinary share (a New Actavis ordinary share ) will be issued in accordance with, and subject to the rights and obligations of, the memorandum and articles of association of New Actavis, which are expected to be amended and restated prior to the effective time in the form attached hereto as Annex D. For a comparison of the rights and privileges of a holder of shares of New Actavis as compared to a holder of shares of Actavis, please see *Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus. The one-for-one exchange ratio is fixed, and, as a result, the number of New Actavis ordinary shares to be received by the Actavis stockholders in the transaction will not fluctuate up or down based on the market price of the Actavis common shares or the Warner Chilcott ordinary shares prior to the effective time. It is expected that the New Actavis ordinary shares will be listed on the New York Stock Exchange (the NYSE ) under the symbol ACT . Following the effective time, the Actavis common shares will be delisted from the NYSE.

Since Irish law does not recognize fractional shares held of record, New Actavis will not issue any fractions of New Actavis ordinary shares to Actavis stockholders in this transaction. Instead, the total number of New Actavis ordinary shares that any Actavis stockholder would have been entitled to receive will be rounded down to the nearest whole number and all entitlements to fractional New Actavis ordinary shares to which Actavis stockholders would otherwise have been entitled will be aggregated and sold by the exchange agent, with any sale proceeds being distributed in cash pro rata to the Actavis stockholders whose fractional entitlements have been sold in accordance with the fractional entitlements to which they would otherwise have been entitled.



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**Q: What will the Warner Chilcott shareholders receive as consideration in the transaction?**

A: At the effective time, the holders of Warner Chilcott ordinary shares issued and outstanding immediately prior to completion of the acquisition (other than Actavis or any Actavis affiliate) will obtain the right to receive from New Actavis 0.160 of a New Actavis ordinary share for each such Warner Chilcott ordinary share, which is referred to in this joint proxy statement/prospectus as the scheme consideration. Each New Actavis ordinary share will be issued in accordance with, and subject to the rights and obligations of, the memorandum and articles of association of New Actavis, which are expected to be amended and restated prior to the effective time in the form attached hereto as Annex D. For a comparison of the rights and privileges of a holder of shares of New Actavis as compared to a holder of shares of Warner Chilcott, please see *Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus.

Since Irish law does not recognize fractional shares held of record, New Actavis will not issue any fractions of New Actavis ordinary shares to Warner Chilcott shareholders in this transaction. Instead, the total number of New Actavis ordinary shares that any Warner Chilcott shareholder would have been entitled to receive will be rounded down to the nearest whole number and all entitlements to fractional New Actavis ordinary shares to which Warner Chilcott shareholders would otherwise have been entitled will be aggregated and sold by the exchange agent, with any sale proceeds being distributed in cash pro rata to the Warner Chilcott shareholders whose fractional entitlements have been sold in accordance with the fractional entitlements to which they would otherwise have been entitled.

Following the effective time, Warner Chilcott ordinary shares will be delisted from the NASDAQ Global Select Market (the NASDAQ).

**Q: Who is entitled to vote?**

A: *Actavis*: The board of directors of Actavis has fixed a record date of [ ], 2013 as the Actavis record date. If you were an Actavis stockholder of record as of the close of business on the Actavis record date, you are entitled to receive notice of and to vote at the Actavis special meeting and any adjournments thereof.

*Warner Chilcott*: The board of directors of Warner Chilcott has fixed a record date of [ ] 2013, as the Warner Chilcott record date. If you were a Warner Chilcott shareholder of record as of the close of business on the Warner Chilcott record date, you are entitled to receive notice of and to vote at the Warner Chilcott special meetings and any adjournments thereof.

**Q: What if I sell my Actavis common shares before the Actavis special meeting or my Warner Chilcott ordinary shares before the Warner Chilcott special meetings?**

*Actavis*: The Actavis record date is earlier than the date of the Actavis special meeting and the date that the transaction is expected to be completed. If you transfer your shares after the Actavis record date but before the Actavis special meeting, you will retain your right to vote at the Actavis special meeting, but will have transferred the right to receive New Actavis ordinary shares pursuant to the transaction. In order to receive the New Actavis ordinary shares, you must hold your shares through the effective time.

*Warner Chilcott*: The Warner Chilcott record date is also earlier than the date of the Warner Chilcott special meetings and the date that the transaction is expected to be completed. If you transfer your shares after the Warner Chilcott record date but before the Warner Chilcott special meetings, you will retain your right to vote at the Warner Chilcott special meetings, but will have transferred the right to receive the scheme consideration. In order to receive the scheme consideration, you must hold your shares through the effective time.

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**Q: How do I vote?**

A: *Actavis*: If you are an Actavis stockholder of record, you may vote your shares at the Actavis special meeting in one of the following ways:

by mailing your completed and signed proxy card in the enclosed return envelope;

by voting by telephone or over the Internet as instructed on the enclosed proxy card; or

by attending the Actavis special meeting and voting in person.

If you hold your shares through a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or other nominee in order to instruct them on how to vote such shares.

*Warner Chilcott*: If you are a Warner Chilcott shareholder of record, you may vote your shares at the Warner Chilcott special meetings in one of the following ways:

by mailing your completed and signed proxy cards in the enclosed return envelope;

by voting by telephone or over the Internet as instructed on the enclosed proxy cards; or

by attending the applicable Warner Chilcott special meeting and voting in person.

If you hold your shares through a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or other nominee in order to instruct them on how to vote such shares.

**Q: If my shares are held in street name by my bank, broker or other nominee, will my bank, broker or other nominee automatically vote my shares for me?**

A: No. Your bank, broker or other nominee will not vote your shares if you do not provide your bank, broker or other nominee with a signed voting instruction form with respect to your shares. Therefore, you should instruct your bank, broker or other nominee to vote your shares by following the directions your bank, broker or other nominee provides.

Brokers do not have discretionary authority to vote on any of the Actavis proposals or on any of the Warner Chilcott proposals.

Broker non-votes are shares held by a broker, bank or other nominee that are present in person or represented by proxy at the special meetings, but with respect to which the broker, bank or other nominee is not instructed by the beneficial owner of such shares how to vote on a particular proposal and the broker does not have discretionary voting power on such proposal. Because brokers, banks and other nominees do not have discretionary voting authority with respect to any of the proposals, if a beneficial owner of Actavis common shares or Warner Chilcott ordinary shares held in street name does not give voting instructions to the broker, bank or other nominee for any proposals, then those shares will not be present in person or represented by proxy at the special meetings. As a result, it is expected that there will not be any broker non-votes in connection with any of the proposals.

Please see *The Special Meeting of Actavis Stockholders Voting Shares Held in Street Name* beginning on page [ ] of this joint proxy statement/prospectus and *The Special Meetings of Warner Chilcott's Shareholders Voting Ordinary Shares Held in Street Name* beginning on page [ ] of this joint proxy statement/prospectus.

**Q: How many votes do I have?**

A: *Actavis*: You are entitled to one vote for each Actavis common share that you owned as of the close of business on the Actavis record date. As of the close of business on the Actavis record date, [ ] Actavis common shares were outstanding and entitled to vote at the Actavis special meeting.

*Warner Chilcott*: You are entitled to one vote for each Warner Chilcott ordinary share that you owned as of the close of business on the Warner Chilcott record date. As of the close of business on the Warner Chilcott record date, [ ] Warner Chilcott ordinary shares were outstanding and entitled to vote at the Court Meeting and at the EGM.

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**Q: What if I hold shares in both Actavis and Warner Chilcott?**

A: If you are both a stockholder of Actavis and a shareholder of Warner Chilcott, you will receive two separate packages of proxy materials. A vote as an Actavis stockholder for the proposal to approve the Transaction Agreement and the merger will not constitute a vote as a Warner Chilcott shareholder for the proposal to approve the scheme of arrangement, or vice versa. **THEREFORE, PLEASE MARK, SIGN, DATE AND RETURN ALL PROXY CARDS THAT YOU RECEIVE, WHETHER FROM ACTAVIS OR WARNER CHILCOTT, OR SUBMIT A SEPARATE PROXY AS BOTH AN ACTAVIS STOCKHOLDER AND A WARNER CHILCOTT SHAREHOLDER FOR EACH SPECIAL MEETING OVER THE INTERNET OR BY TELEPHONE.**

**Q: Should I send in my stock certificates now?**

A: No. Most Actavis and Warner Chilcott shares are held in book entry form. However, to the extent certain stockholders or shareholders have certificated shares, such stockholders or shareholders should keep their existing stock certificates at this time. After the transaction is completed, you will receive written instructions for exchanging your stock certificates for New Actavis ordinary shares and other consideration, if applicable.

**Q: What proposals are being voted on at the Actavis special meeting and what stockholder vote is required to approve those proposals?**

A: (1) *Proposal to approve the Transaction Agreement and the merger*: The affirmative vote of holders of a majority of the Actavis common shares outstanding and entitled to vote on the record date. If you fail to vote on proposal 1, or if you vote  abstain  by proxy or in person at the Actavis special meeting, your Actavis shares will have the same effect as a vote  against  proposal 1.

(2) *Proposal to approve the creation of distributable reserves by reducing all of the share premium of New Actavis*: The affirmative vote of holders of a majority of the Actavis voting shares represented, in person or by proxy, at the special meeting, is required for the approval of proposal 2.

(3) *Proposal to consider and vote upon, on a non-binding advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Actavis Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus*: The affirmative vote of holders of a majority of the Actavis voting shares represented, in person or by proxy, at the special meeting, is required for the approval of proposal 3. This proposal is advisory and therefore not binding on Actavis or its board of directors.

(4) *Proposal to adjourn the Actavis special meeting, or any adjournments thereof, (i) to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the Transaction Agreement and the merger, (ii) to provide to the Actavis stockholders in advance of the special meeting any supplement or amendment to the joint proxy statement/prospectus or (iii) to disseminate any other information which is material to the Actavis stockholders voting at the special meeting, referred to as the *Actavis adjournment proposal** : The affirmative vote of holders of a majority of the Actavis voting shares represented, in person or by proxy, at the special meeting, is required for the approval of proposal 4.

If you vote  abstain  by proxy or in person at the special meeting, or if you attend the special meeting in person and fail to vote on proposals 2, 3 and 4, your Actavis shares will have the same effect as a vote  against  proposals 2, 3 and 4. If you fail to submit a proxy and do not attend the special meeting in person, or if you do not provide your broker, bank or other nominee with voting instructions, your Actavis shares will have no effect on proposals 2, 3 and 4.

The merger and the acquisition are not conditioned on approval of proposals 2, 3 or 4 described above.



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As of the Actavis record date, the directors and executive officers of Actavis and their affiliates owned and were entitled to vote [ ] Actavis common shares, representing approximately [ ]% percent of the Actavis common shares outstanding on that date. It is expected that Actavis directors and executive officers will vote FOR each of the proposals at the Actavis special meeting.

**Q: What proposals are being voted on at the Warner Chilcott special meetings and what shareholder vote is required to approve those proposals?**

**A: Warner Chilcott Court Meeting**

Warner Chilcott shareholders are being asked to vote on a proposal to approve the scheme at both the Court Meeting and at the EGM. The vote required for such proposal is different at each of the meetings, however. As set out in full under the section entitled *Part 2 Explanatory Statement Consents and Meetings*, the approval required at the Court Meeting is a majority in number of the Warner Chilcott shareholders of record casting votes on the proposal representing three-fourths (75 percent) or more in value of the Warner Chilcott ordinary shares held by such holders, present and voting either in person or by proxy.

Because the vote required to approve the proposal at the Court Meeting is based on votes properly cast at the meeting, and because abstentions are not considered votes properly cast, abstentions, along with failures to vote, will have no effect on such proposal.

The merger and the acquisition are conditioned on approval of the scheme at the Court Meeting.

**Warner Chilcott Extraordinary General Meeting**

Set forth below is a table summarizing certain information with respect to the EGM Resolutions:

EGM Resolution #	Resolution	Ordinary or Special Resolution?	Transaction Conditioned on Approval of Resolution?
1	Approve the scheme of arrangement and authorize the directors of Warner Chilcott to take all such actions as they consider necessary or appropriate for carrying the scheme of arrangement into effect.	Ordinary	Yes
2	Approve the cancellation of any Warner Chilcott ordinary shares in issue before 10:00 p.m., Irish time, on the day before the Irish High Court hearing to sanction the scheme.	Special	Yes
3	Authorize the directors of Warner Chilcott to allot and issue new Warner Chilcott shares, fully paid up, to New Actavis in connection with effecting the scheme.	Ordinary	Yes
4	Amend the articles of association of Warner Chilcott so that any ordinary shares of Warner Chilcott that are issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Actavis for the scheme consideration.	Special	Yes
5	Approve the creation of distributable reserves by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme.	Ordinary	No

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EGM Resolution #	Resolution	Ordinary or Special Resolution?	Transaction Conditioned on Approval of Resolution?
6	Approve, on a non-binding advisory basis, specified compensatory arrangements between Warner Chilcott and its named executive officers relating to the transaction.	Ordinary	No
7	Adjourn the Warner Chilcott EGM, or any adjournments thereof, to solicit additional proxies if there are insufficient proxies at the time of the Warner Chilcott EGM to approve the scheme of arrangement or resolutions 2 through 6. This resolution is referred to as the Warner Chilcott EGM adjournment proposal .	Ordinary	No

At the Warner Chilcott EGM, the requisite approval of each of the EGM resolutions depends on whether it is an ordinary resolution (EGM resolutions 1, 3, 5, 6 and 7), which requires the approval of the holders of at least a majority of the votes cast by the holders of Warner Chilcott ordinary shares present and voting, either in person or by proxy, or a special resolution (EGM resolutions 2 and 4), which requires the approval of the holders of at least 75 percent of the votes cast by the holders of Warner Chilcott ordinary shares present and voting, either in person or by proxy.

For all the EGM resolutions, because the votes required to approve such resolutions are based on votes properly cast at the meeting, and because abstentions are not considered votes properly cast, abstentions, along with failures to vote, will have no effect on the EGM resolutions.

As of the Warner Chilcott record date, the Warner Chilcott directors and executive officers had the right to vote approximately [ ]% of the Warner Chilcott ordinary shares then outstanding and entitled to vote at the Court Meeting and the EGM. It is expected that Warner Chilcott s directors and executive officers will vote FOR each of the proposals at the Court Meeting and at the EGM.

**Q: Why are there two Warner Chilcott special meetings?**

A: Irish law requires that two separate shareholder meetings be held, the Court Meeting and the EGM. Both meetings are necessary to cause the scheme of arrangement to become effective. At the Court Meeting, Warner Chilcott shareholders (other than Actavis or any of its affiliates) will be asked to approve the scheme. At the EGM, Warner Chilcott shareholders will be asked to approve the scheme and certain related matters. For more detail on these matters, see *The Special Meetings of Warner Chilcott s Shareholders* .

**Q: What constitutes a quorum?**

A: *Actavis*: The stockholders present in person or by proxy at any meeting of stockholders holding a majority of the common stock outstanding and entitled to vote will constitute a quorum for the meeting. Actavis s inspector of election intends to treat as present for these purposes stockholders who have submitted properly executed or transmitted proxies that are marked abstain .

*Warner Chilcott*: At least two shareholders present in person and representing, in person or by proxy, more than 50% of the total issued and voting rights of Warner Chilcott s ordinary shares will constitute a quorum for each Warner Chilcott special meeting. Abstentions are considered present for purposes of determining a quorum.

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**Q: Why am I being asked to approve the distributable reserves proposal?**

A: Under Irish law, dividends may only be paid (and share repurchases and redemptions must generally be funded) out of distributable reserves, which New Actavis will not have immediately following the effective time. Please see *Creation of Distributable Reserves of New Actavis* beginning on page [ ] of this joint proxy statement/prospectus. Stockholders of Actavis and shareholders of Warner Chilcott are being asked at their respective special meetings to approve the creation of distributable reserves of New Actavis (through the reduction of all of the share premium account of New Actavis), in order to permit New Actavis to be able to pay dividends (and repurchase or redeem shares) after the transaction.

The approval of the distributable reserves proposal is not a condition to the consummation of the transaction. Accordingly, if stockholders of Actavis approve the Transaction Agreement, and shareholders of Warner Chilcott approve the scheme at the Court Meeting and resolutions 1, 2, 3 and 4 at the EGM, but stockholders of Actavis and/or the shareholders of Warner Chilcott do not approve the distributable reserves proposal, and the transaction is consummated, New Actavis may not have sufficient distributable reserves to pay dividends (or to repurchase or redeem shares) following the transaction. In addition, the creation of distributable reserves of New Actavis requires the approval of the Irish High Court. Although New Actavis is not aware of any reason why the Irish High Court would not approve the creation of distributable reserves, the issuance of the required order is a matter for the discretion of the Irish High Court. Please see *Risk Factors* beginning on page [ ] of this joint proxy statement/prospectus and *Creation of Distributable Reserves of New Actavis* beginning on page [ ] of this joint proxy statement/prospectus.

**Q: What are the recommendations of the Actavis and Warner Chilcott boards of directors regarding the proposals being put to a vote at their respective special meetings?**

A: *Actavis*: The Actavis board of directors has unanimously approved the Transaction Agreement and the merger and determined that the terms of the acquisition will further the strategies and goals of Actavis.

The Actavis board of directors unanimously recommends that Actavis stockholders vote:

FOR the proposal to approve the Transaction Agreement and the merger;

FOR the proposal to approve the creation of distributable reserves, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme;

FOR the approval, on a non-binding advisory basis, of specified compensatory arrangements between Actavis and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Actavis Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus; and

FOR the Actavis adjournment proposal.

See *The Transaction Recommendation of the Actavis Board of Directors and Actavis Reasons for the Transaction* beginning on page [ ] of this joint proxy statement/prospectus.

In considering the recommendation of the board of directors of Actavis, you should be aware that certain directors and executive officers of Actavis will have interests in the proposed transaction that may be different from, or in addition to, the interests of Actavis stockholders generally. See *The Transaction Interests of Certain Persons in the Transaction Actavis* beginning on page [ ] of this joint proxy statement/prospectus.



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*Warner Chilcott:* The Warner Chilcott board of directors has unanimously approved the Transaction Agreement and determined that the Transaction Agreement and the transactions contemplated by the Transaction Agreement, including the scheme, are fair and reasonable and in the best interests of Warner Chilcott and its shareholders.

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The Warner Chilcott board of directors unanimously recommends that Warner Chilcott shareholders vote:

FOR the scheme of arrangement at the Court Meeting;

FOR the scheme of arrangement at the EGM;

FOR the cancellation of any Warner Chilcott ordinary shares in issue before 10:00 p.m., Irish time, on the day before the Irish High Court hearing to sanction the scheme;

FOR the authorization of the directors of Warner Chilcott to allot and issue new Warner Chilcott shares, fully paid up, to New Actavis in connection with effecting the scheme;

FOR amendment of the articles of association of Warner Chilcott so that any ordinary shares of Warner Chilcott that are issued at or after 10:00 p.m., Irish time on the last business day before the scheme becomes effective are acquired by New Actavis for the scheme consideration;

FOR the proposal to approve creation of distributable reserves, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme;

FOR the approval, on a non-binding advisory basis, of specified compensatory arrangements between Warner Chilcott and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Warner Chilcott Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus; and

FOR the Warner Chilcott EGM adjournment proposal.

See *The Transaction Recommendation of the Warner Chilcott Board of Directors and Warner Chilcott's Reasons for the Transaction* beginning on page [ ] of this joint proxy statement/prospectus.

In considering the recommendation of the board of directors of Warner Chilcott, you should be aware that certain directors and executive officers of Warner Chilcott will have interests in the proposed transaction that may be different from, or in addition to, the interests of Warner Chilcott's shareholders generally. See *The Transaction Interests of Certain Persons in the Transaction Warner Chilcott* beginning on page [ ] of this joint proxy statement/prospectus.

**Q: When is the transaction expected to be completed?**

A: As of the date of this joint proxy statement/prospectus, the transaction is expected to be completed in the second half of 2013. However, no assurance can be provided as to when or if the transaction will be completed. The required vote of Actavis and Warner Chilcott shareholders to approve the required shareholder proposals at their respective special meetings, as well as the necessary regulatory consents and approvals, must first be obtained and other conditions specified in the conditions appendix must be satisfied or, to the extent applicable, waived.

**Q: Why will the place of incorporation of New Actavis be Ireland?**

A: Actavis decided that New Actavis would be incorporated in Ireland, given:

Incorporating New Actavis in Ireland will result in significantly enhanced global cash management and flexibility and associated financial benefits to the combined enterprise. These benefits include increased global liquidity and free global

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cash flow among the various entities of the combined enterprise without negative tax effects. Because of these benefits, we expect that New Actavis will be able to operate its businesses more easily and at lower cost, and also will have a lower worldwide effective tax rate than it would have otherwise;

Ireland is a beneficial location considering Actavis' and Warner Chilcott's presence in markets outside the U.S., particularly in Europe; and

Ireland enjoys strong relationships as a member of the European Union, and has a long history of international investment and a good network of commercial, tax, and other treaties with the U.S., the European Union and many other countries where both Warner Chilcott and Actavis have major operations.

See *Risk Factors - Risks Relating to the Businesses of the Combined Company* beginning on page [ ] of this joint proxy statement/prospectus.

**Q: What do I need to do now?**

A: If you are entitled to vote at a special meeting of your company's stockholders or shareholders, you can vote in person by completing a ballot at the special meeting, or you can vote by proxy before the special meeting. Even if you plan to attend your company's special meeting, we encourage you to vote by proxy before the special meeting. After carefully reading and considering the information contained in this joint proxy statement/prospectus, including the Annexes and the documents incorporated by reference, please submit your proxy by telephone or Internet in accordance with the instructions set forth on the enclosed proxy card(s), or mark, sign and date the proxy card(s), and return it or them in the enclosed prepaid envelope as soon as possible so that your shares may be voted at your company's special meeting(s). Your proxy card(s) or your telephone or Internet directions will instruct the persons identified as your proxy to vote your shares at your company's special meeting(s) as directed by you.

If you are a stockholder or shareholder of record and you sign and send in your proxy card(s) but do not indicate how you want to vote, your proxy will be voted FOR each of the proposals.

If you hold your Actavis common shares or Warner Chilcott ordinary shares through a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or other nominee when instructing them on how to vote your Actavis common shares or Warner Chilcott ordinary shares.

**Q: May I change my vote after I have mailed my signed proxy card(s) or voted by telephone or over the Internet?**

A: Yes, you may change your vote at any time before your proxy is voted at the Actavis special meeting or at the Warner Chilcott Court Meeting or the Warner Chilcott EGM. If you are an Actavis or Warner Chilcott shareholder of record, you can do this in one of four ways:

timely deliver a valid later-dated proxy by mail;

before the relevant special meeting, provide written notice that you have revoked your proxy to the secretary of Actavis or Warner Chilcott, as applicable, so that it is received prior to midnight on [ ], 2013 at the following respective addresses:

Actavis, Inc.

Morris Corporate Center III

400 Interpace Parkway

Parsippany, NJ 07054

Attention: Corporate Secretary

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Warner Chilcott Public Limited Company

1 Grand Canal Square

Docklands

Dublin 2, Ireland

Attention: Corporate Secretary

timely submit revised voting instructions by telephone or over the Internet by following the instructions set forth on the proxy card;  
or

attend the applicable special meeting and vote in person. Simply attending the meeting, however, will not revoke your proxy or  
change your voting instructions; you must vote by ballot at the meeting to change your vote.

If your shares are held in street name and if you have instructed your bank, broker or other nominee to vote your shares, you must follow  
directions received from your bank, broker or other nominee to change your vote or revoke your proxy.

**Q: Who can help answer my questions?**

A: If you have questions about the transaction, or if you need assistance in submitting your proxy or voting your shares or need additional  
copies of this joint proxy statement/prospectus or the enclosed proxy card(s), you should contact the proxy solicitation agent for the  
company in which you hold shares.

If you are an Actavis stockholder, you should contact MacKenzie Partners Inc., the proxy solicitation agent for Actavis, by mail at 105 Madison  
Avenue, New York, NY 10016 or by telephone toll free at (800) 322-2885 (banks and brokers may call collect at (212) 929-5500). If you are a  
Warner Chilcott shareholder, you should contact Georgeson Inc., the proxy solicitation agent for Warner Chilcott, by mail at 480 Washington  
Boulevard, 26<sup>th</sup> Floor, Jersey City, NJ 07310 or by telephone at (888) 680-1528 (toll free).

If your shares are held by a broker, bank or other nominee, you should contact your broker, bank or other nominee for additional information.

**Q: Where can I find more information about Actavis and Warner Chilcott?**

A: You can find more information about Actavis and Warner Chilcott from various sources described under *Where You Can Find More  
Information* beginning on page [ ] of this joint proxy statement/prospectus.

**Table of Contents****SUMMARY**

*This summary highlights selected information contained in this joint proxy statement/prospectus and may not contain all of the information that may be important to you. Accordingly, you should read carefully this entire joint proxy statement/prospectus, including the Annexes and the documents referred to or incorporated by reference in this joint proxy statement/prospectus. The page references have been included in this summary to direct you to a more complete description of the topics presented below. See also the section entitled *Where You Can Find More Information* beginning on page [ ] of this joint proxy statement/prospectus.*

**Information about the Companies (Page [ ])*****Actavis***

Actavis is a Nevada corporation which is currently listed (ticker symbol ACT ) on the NYSE. Actavis is a global, integrated specialty pharmaceutical company focused on developing, manufacturing and distributing generic, brand and biosimilar products. Operating as Actavis Pharma, Actavis develops, manufactures and markets generic, branded generic, legacy brands and over-the-counter products in more than 60 countries. Actavis Specialty Brands is Actavis' global branded specialty pharmaceutical business focused in the Urology and Women's Health therapeutic categories. Actavis Specialty Brands also has a portfolio of five biosimilar products in development in Women's Health and Oncology. Actavis Global Operations has more than 30 manufacturing and distribution facilities around the world, and includes Anda, Inc., a U.S. pharmaceutical product distributor. Actavis' principal executive offices are located at Morris Corporate Center III, 400 Interpace Parkway, Parsippany, New Jersey, 07054, and its telephone number is (862) 261-7000.

***New Actavis***

New Actavis is a private limited company incorporated in Ireland (registered number 527629), formed on May 16, 2013 for the purpose of holding Warner Chilcott, Actavis, IrSub, LuxSub and U.S. Holdco as direct or indirect wholly owned subsidiaries following the effective time, which is referred to in this joint proxy statement/prospectus as the effective time . To date, New Actavis has not conducted any activities other than those incidental to its formation, the execution of the Transaction Agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction.

At and as of the effective time, it is expected that New Actavis will be a publicly traded company listed on the NYSE under the ticker symbol ACT . New Actavis will be re-registered as a public limited company and renamed Actavis plc. Following the effective time, both Actavis and Warner Chilcott will be direct or indirect wholly owned subsidiaries of New Actavis. Immediately following the transaction, based on the number of Actavis and Warner Chilcott shares outstanding as of the record date, the former stockholders of Actavis are expected to own approximately 77% of New Actavis and the remaining approximately 23% of New Actavis is expected to be owned by the former shareholders of Warner Chilcott.

New Actavis' principal executive offices are located at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, and its telephone number is (862) 261-7000.

***IrSub***

IrSub is a private limited liability company incorporated in Ireland (registered number 527630) and a direct, wholly owned subsidiary of New Actavis, formed on May 16, 2013. To date, IrSub has not conducted any activities other than those incidental to its formation, the execution of the Transaction Agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction. After the effective time, IrSub will operate as an Irish holding company. IrSub's principal executive offices are located at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, and its telephone number is (862) 261-7000.

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***LuxSub***

LuxSub is a private limited liability company incorporated in Luxembourg and a direct wholly owned subsidiary of IrSub, formed on June 14, 2013. To date, LuxSub has not conducted any activities other than those incidental to its formation and to maintain its corporate existence in Luxembourg and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction. After the effective time, LuxSub will serve as one of New Actavis' major holding companies. LuxSub's principal executive offices are located at 46A, avenue J.F. Kennedy, L-1855 Luxembourg and its telephone number is (862) 261-7000.

***U.S. Holdco***

U.S. Holdco is a limited liability company organized in Delaware and a direct wholly owned subsidiary of New Actavis, formed on May 16, 2013. Prior to the effective time, U.S. Holdco will be converted to a corporation and renamed Actavis W.C. Holding Inc. and will be a direct wholly owned subsidiary of LuxSub. To date, U.S. Holdco has not conducted any activities other than those incidental to its formation, the execution of the Transaction Agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction. After the effective time, U.S. Holdco will serve as the U.S. parent company of the Actavis U.S. group of companies. U.S. Holdco's principal executive offices are located at Morris Corporate Center III, 400 Interpace Parkway, Parsippany, New Jersey, 07054, and its telephone number is (862) 261-7000.

***MergerSub***

MergerSub is a limited liability company organized in Nevada and a direct wholly owned subsidiary of New Actavis, formed on May 16, 2013. Prior to the effective time, MergerSub will be converted to a corporation and renamed Actavis W.C. Holding 2 Inc. and will be a direct wholly owned subsidiary of U.S. Holdco. To date, MergerSub has not conducted any activities other than those incidental to its formation, the execution of the Transaction Agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction. MergerSub's principal executive offices are located at Morris Corporate Center III, 400 Interpace Parkway, Parsippany, New Jersey, 07054, and its telephone number is (862) 261-7000.

***Warner Chilcott***

Warner Chilcott is a leading specialty pharmaceutical company currently focused on the women's healthcare, gastroenterology, urology and dermatology segments of the branded pharmaceuticals market, primarily in North America. Warner Chilcott is a fully integrated company with internal resources dedicated to the development, manufacture and promotion of its products. Warner Chilcott's principal executive offices are located at 1 Grand Canal Square, Docklands, Dublin 2, Ireland, and its telephone number is +353.1.897.2000.

**The Transaction (Page [ ])**

On May 19, 2013, Actavis, Warner Chilcott, New Actavis, IrSub, U.S. Holdco and MergerSub entered into the Transaction Agreement.

Subject to the terms and conditions of the Transaction Agreement, New Actavis will acquire Warner Chilcott by means of a scheme of arrangement, as described in this joint proxy statement/prospectus and referred to as the scheme. A scheme or a scheme of arrangement is an Irish statutory procedure pursuant to the Companies Act 1963 under which the Irish High Court may approve, and thus bind, a company to an arrangement with some or all of its shareholders. The scheme will be subject to the subsequent sanction of the Irish High Court. The scheme involves the cancellation of all of the shares of Warner Chilcott which are not already owned by New Actavis or any of its affiliates and the issuance of new ordinary shares of Warner Chilcott by Warner Chilcott to New Actavis. Ordinary shares of New Actavis are then issued to the applicable shareholders of Warner Chilcott. At the effective time, the holders of Warner Chilcott ordinary shares (other than those held by



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Actavis or any of its affiliates) will be entitled to receive 0.160 of a New Actavis ordinary share for each such Warner Chilcott ordinary share. Each New Actavis ordinary share will be issued in accordance with, and subject to the rights and obligations of, the memorandum and articles of association of New Actavis, which are expected to be amended and restated prior to the effective time in the form attached hereto as Annex D. For a comparison of the rights and privileges of a holder of shares of New Actavis as compared to a holder of shares of Warner Chilcott, please see *Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus.

Simultaneously with and conditioned upon the concurrent consummation of the scheme, MergerSub, a wholly owned indirect subsidiary of New Actavis, will merge with and into Actavis, the separate corporate existence of MergerSub will cease and Actavis will continue as the surviving corporation. Pursuant to the Transaction Agreement, each outstanding Actavis common share will be cancelled and automatically converted into the right to receive one New Actavis ordinary share. Each New Actavis ordinary share will be issued in accordance with, and subject to the rights and obligations of, the memorandum and articles of association of New Actavis, which are expected to be amended and restated prior to the effective time in the form attached hereto as Annex D. For a comparison of the rights and privileges of a holder of shares of New Actavis as compared to a holder of shares of Actavis, please see *Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus.

Based on the number of Actavis common shares and Warner Chilcott ordinary shares outstanding as of the record date, (i) the total number of New Actavis ordinary shares expected to be issued pursuant to the transaction and delivered to the Actavis stockholders and Warner Chilcott shareholders (assuming no Actavis or Warner Chilcott options are exercised and no share awards vest between the record date and the closing of the transaction) will be approximately [ ], (ii) former Warner Chilcott shareholders are expected to hold approximately 23% of the New Actavis ordinary shares after giving effect to the acquisition and the merger, and (iii) former Actavis stockholders are expected to hold approximately 77% of the New Actavis ordinary shares after giving effect to the acquisition and the merger.

Actavis reserves the right, subject to the prior written approval of the Irish Takeover Panel (the Panel), to effect the acquisition by way of a takeover offer, as an alternative to the scheme, in the circumstances described in and subject to the terms of the Transaction Agreement. In such event, such takeover offer will be implemented on terms and conditions that are at least as favorable to Warner Chilcott shareholders (except for an acceptance condition set at 80 percent of the nominal value of the Warner Chilcott shares to which such offer relates and which are not already beneficially owned by Actavis) as those which would apply in relation to the scheme, among other requirements.

**Structure of the Transaction (Page [ ])**

At the effective time, each of Actavis and Warner Chilcott will be direct or indirect wholly owned subsidiaries of New Actavis. The following diagrams illustrate in simplified terms the current structure of Actavis and Warner Chilcott and the structure of New Actavis following the effective time.

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**Table of Contents****Scheme Consideration to Warner Chilcott Shareholders (Page [ ]) and Transaction Consideration to Actavis Stockholders (Page [ ])**

As a result of the transaction, (i) the holders of outstanding Actavis common shares will have the right to receive one New Actavis ordinary share for each such Actavis common share and (ii) the holders of outstanding Warner Chilcott ordinary shares will have the right to receive 0.160 of a New Actavis ordinary share for each such Warner Chilcott ordinary share. Each New Actavis ordinary share will be issued in accordance with, and subject to the rights and obligations of, the articles of association of New Actavis, the form of which is attached hereto as Annex D. For a comparison of the rights and privileges of a holder of shares of New Actavis as compared to a holder of shares of Actavis or Warner Chilcott, please see *Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares* and *Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares* beginning on pages [ ] and [ ], respectively, of this joint proxy statement/prospectus.

Since Irish law does not recognize fractional shares held of record, New Actavis will not issue any fractions of New Actavis ordinary shares to Warner Chilcott shareholders or Actavis stockholders in this transaction. Instead, the total number of New Actavis ordinary shares that any Warner Chilcott shareholder or Actavis stockholder would have been entitled to receive will be rounded down to the nearest whole number and all entitlements to fractional New Actavis ordinary shares to which Warner Chilcott shareholders or Actavis stockholders would otherwise have been entitled will be aggregated and sold by the exchange agent, with any sale proceeds being distributed in cash pro rata to the Warner Chilcott shareholders and Actavis stockholders whose fractional entitlements have been sold in accordance with the fractional entitlements to which they would otherwise have been entitled.

**Treatment of Actavis Options and Other Actavis Equity Awards (Page [ ])*****Treatment of Actavis Options***

At the effective time, each outstanding option to purchase a number of Actavis common shares will be converted into an option to purchase, on substantially the same terms and conditions (including vesting and other lapse restrictions) as were applicable to such option immediately prior to the effective time, the same number of New Actavis ordinary shares. Notwithstanding the foregoing, because of the adverse tax consequences of Section 4985 of the Internal Revenue Code ( Section 4985 ), immediately prior to the effective time, each outstanding option to purchase a number of Actavis common shares held by Section 16 reporting officers and directors (as defined below) of Actavis will become fully vested and exercisable and will be cancelled and converted into the right to receive from New Actavis a number of New Actavis ordinary shares equal to the number of Actavis common shares underlying such award net of any applicable exercise price and tax withholdings.

***Treatment of Other Actavis Equity Awards***

At the effective time, each issued and outstanding share of Actavis restricted stock will be converted into the right to receive a share of New Actavis restricted stock, which will be subject to substantially the same terms and conditions (including vesting and other lapse restrictions) as were applicable to the Actavis restricted stock in respect of which it was issued immediately prior to the effective time. Each other issued and outstanding Actavis equity award, as a result of the transaction, will be converted into an award based on New Actavis ordinary shares, provided that such a converted equity right or award will be subject to substantially the same terms and conditions (including vesting and other lapse restrictions) as were applicable to the Actavis equity award in respect of which it was issued. Notwithstanding the foregoing, because of the adverse tax consequences of Section 4985, immediately prior to the effective time, each issued and outstanding share of Actavis restricted stock and each other issued and outstanding Actavis equity award other than options to purchase Actavis common stock held by Section 16 reporting officers and directors of Actavis will become fully vested and will be cancelled and converted into the right to receive from New Actavis a number of New Actavis ordinary shares equal to the number of Actavis common shares underlying such award net of applicable tax withholdings.

***Assumption of Actavis Equity Plans***

At the effective time, New Actavis will assume all Actavis equity plans and will be able to grant stock awards, to the extent permissible by applicable laws and NYSE regulations, under the terms of the Actavis equity plans to issue the reserved

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but unissued shares of Actavis, except that (i) shares of Actavis covered by such awards will be shares of New Actavis and (ii) all references to a number of Actavis shares will be changed to reference shares of New Actavis.

**Treatment of Warner Chilcott Options and Other Warner Chilcott Equity Awards (Page [ ])*****Treatment of Warner Chilcott Options***

At the effective time, each outstanding option to purchase Warner Chilcott ordinary shares will be converted into an option to purchase, on the same terms and conditions (including vesting and other lapse restrictions) as were applicable to such option immediately prior to the effective time, a number of New Actavis ordinary shares (rounded down to the nearest whole share) determined by multiplying (a) the number of Warner Chilcott ordinary shares subject to the option immediately prior to the effective time by (b) 0.160, at a per share exercise price determined by dividing (x) the per share exercise price of such Warner Chilcott option immediately prior to the effective time by (y) 0.160 (rounded up to the nearest whole cent). Certain outstanding options will, by their terms, vest in connection with the transaction and be assumed by New Actavis in accordance with the preceding sentence. All fractional entitlements with respect to Warner Chilcott ordinary shares subject to options will be paid out in cash. Solely to the extent provided for in an award agreement evidencing an option to purchase Warner Chilcott ordinary shares, if an option becomes vested in connection with the scheme and the exercise price of an option exceeds the Share Consideration Value (as defined below), the option will be cancelled and immediately terminated prior to the effective time without any payment therefor in accordance with the terms of the award agreement. Notwithstanding the foregoing, because of the adverse tax consequences of Section 4985, immediately prior to the effective time, each outstanding option to purchase Warner Chilcott ordinary shares held by Section 16 reporting officers and directors of Warner Chilcott will become fully vested and exercisable and will be cancelled and converted into the right to receive from New Actavis 0.160 of a New Actavis ordinary share for each Net Share (as defined below) subject to the option immediately prior to the effective time, net of applicable tax withholdings. Further, each outstanding option to purchase Warner Chilcott ordinary shares held by Section 16 reporting officers and directors of Warner Chilcott with an exercise price that exceeds the Share Consideration Value will be cancelled and immediately terminated prior to the effective time without any payment therefor.

For the purpose of this joint proxy statement/prospectus, **Net Share** means a number of whole and partial Warner Chilcott ordinary shares (computed to the nearest five decimal places) equal to the quotient obtained by dividing (A) the product of (i) the number of Warner Chilcott ordinary shares subject to the option immediately prior to the effective time and (ii) the excess of the Share Consideration Value over the exercise price per option immediately prior to the effective time by (B) the Share Consideration Value. **Section 16 reporting officers and directors** means those current and former officers and directors who are subject to the reporting requirements of Section 16(a) of the Exchange Act during the six-month period preceding the effective time. **Share Consideration Value** means the product of (x) 0.160 and (y) the average, rounded down to the nearest cent, of the closing sale price of an Actavis common share on the NYSE as reported by The Wall Street Journal for the five trading days preceding the day on which the effective time occurs.

***Treatment of Other Warner Chilcott Equity Awards***

At the effective time, each issued and outstanding award of Warner Chilcott restricted ordinary shares and restricted share units will be converted into the right to receive, on the same terms and conditions (including vesting and other lapse restrictions) as were applicable under such award immediately prior to the effective time, an award denominated in New Actavis ordinary shares (rounded down to the nearest whole share) determined by multiplying (a) the number of Warner Chilcott ordinary shares subject to the award immediately prior to the effective time by (b) 0.160. All fractional entitlements with respect to Warner Chilcott restricted ordinary shares and restricted share units will be paid out in cash. With respect to each award of Warner Chilcott performance-based restricted ordinary shares and restricted share units, the number of Warner Chilcott ordinary shares subject to such award will equal the number of Warner Chilcott ordinary shares subject to the award in accordance with the terms of the applicable award agreement (which deems performance to have been achieved at 100% of target upon a change in control). Certain Warner Chilcott restricted ordinary shares and restricted share units will, by their terms, vest in connection with the transaction. To the extent that an award of Warner Chilcott restricted ordinary shares or restricted share units will

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become vested in connection with the transaction, each such award will be converted into the right to receive from New Actavis, net of applicable tax withholdings, 0.160 of a New Actavis ordinary share for each Warner Chilcott ordinary share subject to the award immediately prior to the effective time. Notwithstanding the foregoing, because of the adverse tax consequences of Section 4985, immediately prior to the effective time, each issued and outstanding award of Warner Chilcott restricted ordinary shares and restricted share units held by Section 16 reporting officers and directors of Warner Chilcott will become fully vested and will be cancelled and converted into the right to receive from New Actavis, net of applicable tax withholdings, 0.160 of a New Actavis ordinary share for each Warner Chilcott ordinary share subject to the award immediately prior to the effective time.

All holders of awards of Warner Chilcott restricted ordinary shares and restricted share units are entitled to dividend-equivalent cash bonus payments (or in certain jurisdictions, dividends) with respect to their outstanding awards in an amount equal to the amount of dividends paid by Warner Chilcott during the applicable vesting periods. These dividend-equivalent cash bonus payments (or dividends, as applicable) vest and become payable on the same schedule and in accordance with the same terms as the associated award of Warner Chilcott restricted ordinary shares or restricted share units.

**Comparative Per Share Market Price and Dividend Information (Page [ ])**

Actavis common shares are listed on the NYSE under the symbol ACT . Warner Chilcott ordinary shares are listed on the NASDAQ under the symbol WCRX . The following table shows the closing prices of Actavis common shares and Warner Chilcott ordinary shares as reported on the NYSE and NASDAQ on May 17, 2013, the last trading day before the Transaction Agreement was announced, and on [ ], 2013, the last practicable day before the printing of this joint proxy statement/prospectus. This table also shows the equivalent value of the consideration per Warner Chilcott ordinary share, which was calculated by multiplying the closing price of Actavis common shares as of the specified date by the Warner Chilcott exchange ratio of 0.160.

	Actavis Common Shares	Warner Chilcott Ordinary Shares	Equivalent Value of Transaction Consideration Per Warner Chilcott Ordinary Share
May 17, 2013	\$ 125.50	\$ 19.21	\$ 20.08
[ ], 2013	\$ [ ]	\$ [ ]	\$ [ ]

**Recommendation of the Actavis Board of Directors and Actavis Reasons for the Transaction (Page [ ])**

The board of directors of Actavis has unanimously approved the Transaction Agreement and the merger and determined that the terms of the acquisition will further the strategies and goals of Actavis.

The Actavis board of directors unanimously recommends that Actavis stockholders vote:

**FOR** the proposal to approve the Transaction Agreement and the merger;

**FOR** the proposal to approve the creation of distributable reserves, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme;

**FOR** the proposal to approve, on a non-binding advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Actavis Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus; and

**FOR** the proposal to approve any motion to adjourn the special meeting, or any adjournments thereof, to another time or place if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the Actavis special meeting to

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**approve the Transaction Agreement, (ii) to provide to Actavis stockholders any supplement or amendment to the joint proxy statement/prospectus and/or (iii) to disseminate any other information which is material to Actavis stockholders voting at the Actavis special meeting.**

The Actavis board of directors considered many factors in making its determination that the terms of the transaction are advisable, consistent with, and in furtherance of, the strategies and goals of Actavis and recommending approval of the Transaction Agreement and the merger by the Actavis stockholders. For a more complete discussion of these factors, see *The Transaction Recommendation of the Actavis Board of Directors and Actavis Reasons for the Transaction*, beginning on page [ ] of this joint proxy statement/prospectus.

In considering the recommendation of the board of directors of Actavis, you should be aware that certain directors and executive officers of Actavis will have interests in the proposed transaction that may be different from, or in addition to, the interests of Actavis stockholders generally. See *The Transaction Interests of Certain Persons in the Transaction Actavis*.

**Opinions of Actavis Financial Advisors (Page [ ])**

In connection with the transaction, Merrill Lynch, Pierce, Fenner & Smith Incorporated ( BofA Merrill Lynch ) and Greenhill & Co., LLC ( Greenhill ), financial advisors to Actavis, each delivered to Actavis board of directors a written opinion, each dated May 19, 2013, as to the fairness, from a financial point of view and as of the date of such opinion, to the holders of Actavis common stock of the exchange ratio of one ordinary share of New Actavis for each Actavis share (the Actavis exchange ratio ), taking into account the proposed acquisition by New Actavis of Warner Chilcott pursuant to the scheme of arrangement. The full text of the separate written opinions, each dated May 19, 2013, of BofA Merrill Lynch and Greenhill, each of which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex E and Annex F, respectively, to this document and is incorporated by reference herein in its entirety. BofA Merrill Lynch and Greenhill each provided its opinion to Actavis board of directors for the benefit and use of Actavis board of directors in connection with and for purposes of its evaluation of the Actavis exchange ratio (taking into account the acquisition) from a financial point of view. The opinions of BofA Merrill Lynch and Greenhill do not address any other aspect of the transaction and no opinion or view was expressed as to the relative merits of the transaction in comparison to other strategies or transactions that might be available to Actavis or in which Actavis might engage or as to the underlying business decision of Actavis to proceed with or effect the transaction. The opinions of BofA Merrill Lynch and Greenhill do not address any other aspect of the transaction and do not constitute a recommendation to any shareholder as to how to vote or act in connection with the proposed transaction or any related matter.

**Recommendation of the Warner Chilcott Board of Directors and Warner Chilcott s Reasons for the Transaction (Page [ ])**

**The Warner Chilcott board of directors has unanimously approved the Transaction Agreement and determined that the Transaction Agreement and the transactions contemplated by the Transaction Agreement, including the scheme, are fair and reasonable and in the best interests of Warner Chilcott and its shareholders.**

**The Warner Chilcott board of directors unanimously recommends that Warner Chilcott shareholders vote:**

**FOR the scheme of arrangement at the Court Meeting.**

**FOR the scheme of arrangement at the EGM;**

**FOR the cancellation of any Warner Chilcott ordinary shares in issue before 10:00 p.m., Irish time, on the day before the Irish High Court hearing to sanction the scheme at the EGM;**

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**FOR the authorization of the directors of Warner Chilcott to allot and issue new Warner Chilcott shares, fully paid up, to New Actavis in connection with effecting the scheme at the EGM;**

**FOR the amendment of the articles of association of Warner Chilcott so that any ordinary shares of Warner Chilcott that are issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective, are acquired by New Actavis for the scheme consideration at the EGM;**

**FOR the proposal to approve the creation of distributable reserves, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme at the EGM;**

**FOR the approval, on a non-binding advisory basis, of specified compensatory arrangements between Warner Chilcott and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Warner Chilcott Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus at the EGM; and**

**FOR the Warner Chilcott EGM adjournment proposal.**

The Warner Chilcott board of directors considered many factors in making its determination that the Transaction Agreement and the transactions contemplated thereby, including the scheme, were fair and reasonable and in the best interests of Warner Chilcott and Warner Chilcott's shareholders. For a more complete discussion of these factors, see *The Transaction Recommendation of the Warner Chilcott Board of Directors and Warner Chilcott's Reasons for the Transaction*.

In considering the recommendation of the board of directors of Warner Chilcott, you should be aware that certain directors and executive officers of Warner Chilcott will have interests in the proposed transaction that may be different from, or in addition to, the interests of Warner Chilcott's shareholders generally. See *The Transaction Interests of Certain Persons in the Transaction Warner Chilcott* beginning on page [ ] of this joint proxy statement/prospectus.

**Opinion of Warner Chilcott's Financial Advisor (Page [ ])**

Deutsche Bank Securities Inc., (Deutsche Bank) rendered its opinion to the Warner Chilcott board of directors, dated May 19, 2013, that, based upon and subject to the assumptions, limitations, qualifications and conditions set forth in the opinion, as of the date of such opinion, the exchange ratio was fair, from a financial point of view, to the holders of Warner Chilcott shares.

The full text of the written opinion of Deutsche Bank, dated May 19, 2013, which sets forth, among other things, the assumptions made, procedures followed, matters considered, and the limitations, qualifications and conditions of the review undertaken by Deutsche Bank in connection with the opinion, is attached to this joint proxy statement/prospectus as Annex G and is incorporated herein by reference. The summary of Deutsche Bank's opinion set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. Deutsche Bank's opinion was addressed to, and for the use and benefit of, the Warner Chilcott board of directors in connection with and for the purpose of its evaluation of the transaction. Deutsche Bank's opinion was limited to the fairness of the Warner Chilcott exchange ratio, from a financial point of view, to the holders of Warner Chilcott shares as of the date of the opinion. Deutsche Bank expressed no opinion as to what the value of the New Actavis ordinary shares will be when issued pursuant to the scheme or the price at which the New Actavis ordinary shares will trade at any time. Deutsche Bank's opinion did not address any other terms of the transaction or the Transaction Agreement. Deutsche Bank expressed no opinion as to the relative merits of the transaction as compared to any alternative transactions or business strategies. Nor did Deutsche Bank express an opinion, and Deutsche Bank's opinion does not constitute a recommendation, as to how any holder of Warner Chilcott shares should vote with respect to the scheme or whether or not any holder of Warner Chilcott shares should tender shares pursuant to a takeover offer implemented as an alternative to the scheme, if any. For a more complete description, please see the section of this joint proxy statement/prospectus entitled *The Transaction Opinion of Warner Chilcott's Financial Advisor*. Please see also Annex G to this joint proxy statement/prospectus.





**Table of Contents****Interests of Certain Persons in the Transaction (Page [ ])*****Actavis***

In considering the recommendation of the board of directors of Actavis, you should be aware that certain directors and executive officers of Actavis will have interests in the proposed transaction that may be different from, or in addition to, the interests of Actavis stockholders generally. The members of Actavis board of directors were aware of the interests of these executives and directors in evaluating and negotiating the Transaction Agreement and the transaction and in making their recommendations to the stockholders of Actavis. These interests include the following:

Pursuant to the Transaction Agreement, at the effective time, the common shares and equity awards held by the directors and executive officers of Actavis will be treated in accordance with the description in *The Transaction Agreement Transaction Consideration to Actavis Stockholders* beginning on page [ ] of this joint proxy statement/prospectus and *The Transaction Agreement Treatment of Actavis Options and Other Actavis Equity Awards* beginning on page [ ] of this joint proxy statement/prospectus, respectively. With respect to Section 16 reporting officers and directors of Actavis, immediately prior to the effective time, each outstanding option to purchase a number of Actavis common shares will become fully vested and exercisable and be cancelled and converted into the right to receive from New Actavis a number of New Actavis ordinary shares equal to the number of Actavis common shares underlying such awards net of any applicable exercise price and tax withholdings. In addition, immediately prior to the effective time, each issued and outstanding share of Actavis restricted stock and each other issued and outstanding Actavis equity award other than options to purchase Actavis common stock held by Section 16 reporting officers and directors of Actavis will become fully vested and be cancelled and converted into the right to receive from New Actavis a number of New Actavis ordinary shares equal to the number of Actavis common shares underlying such awards net of applicable tax withholdings. Absent such accelerated vesting, cancellation and payment of shares, Section 16 reporting officers and directors of Actavis would be subject to an excise tax under Section 4985 on equity compensation at the effective time.

Actavis directors and executive officers are entitled to continued indemnification and insurance coverage under the Transaction Agreement.

We estimate the aggregate value of these interests (other than with respect to already vested common shares and equity awards and indemnification and insurance) to be approximately \$132.7 million net of any applicable exercise price, or approximately \$65.1 million net of any applicable exercise price and estimated tax withholdings. For more information, including the assumptions used to estimate the value of such interests, see *The Transaction Interests of Certain Persons in the Transaction Actavis* beginning on page [ ] of this joint proxy statement/prospectus. The consummation of the transaction will not constitute a change of control under Actavis equity plans or the employment agreements Actavis has entered into with its executive officers.

Actavis expects to provide appropriate new retention and incentive arrangements for its executive officers shortly after the effective time, with the expectation that such awards will be provided in a manner that is not intended to trigger the excise tax under Section 4985 with respect to such awards.

***Warner Chilcott***

In considering the recommendation of the board of directors of Warner Chilcott, you should be aware that certain directors and executive officers of Warner Chilcott will have interests in the proposed transaction that may be different from, or in addition to, the interests of Warner Chilcott's shareholders generally. The members of Warner Chilcott's board of directors were aware of the interests of these executives and directors in evaluating and negotiating the Transaction Agreement and the transaction and in making their recommendations to the shareholders of Warner Chilcott. These interests include the following:

Pursuant to the Transaction Agreement, at the effective time, the ordinary shares and equity awards held by the directors and executive officers of Warner Chilcott will be treated in



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accordance with the description in *The Transaction Agreement Scheme Consideration to Warner Chilcott Shareholders* beginning on page [ ] of this joint proxy statement/prospectus and *The Transaction Agreement Treatment of Warner Chilcott Options and Other Warner Chilcott Equity Awards* beginning on page [ ] of this joint proxy statement/prospectus, respectively. With respect to Section 16 reporting officers and directors of Warner Chilcott, immediately prior to the effective time, each outstanding option to purchase a number of Warner Chilcott ordinary shares will become fully vested and exercisable and be cancelled and converted into the right to receive from New Actavis 0.160 of a New Actavis ordinary share for each Net Share subject to the option immediately prior to the effective time, net of applicable tax withholdings. In addition, immediately prior to the effective time, each issued and outstanding award of Warner Chilcott restricted ordinary shares and restricted share units held by Section 16 reporting officers and directors of Warner Chilcott will become fully vested and be cancelled and converted into the right to receive from New Actavis 0.160 of a New Actavis ordinary share for each Warner Chilcott ordinary share subject to the award immediately prior to the effective time, net of applicable tax withholdings. Absent such accelerated vesting, cancellation and payment of shares, Section 16 reporting officers and directors of Warner Chilcott would be subject to an excise tax under Section 4985 on equity compensation as a result of the consummation of the transaction.

Warner Chilcott's executive officers are party to individual agreements that provide change in control severance benefits in the event of certain qualifying terminations of employment in connection with or following the transaction, and in certain cases at the effective time. In addition, pursuant to their agreements, Warner Chilcott's executive officers who are U.S. taxpayers are eligible to receive a reimbursement for the excise tax (if any) imposed on the executives under Section 4999 of the Internal Revenue Code (Section 4999) on the value of the payments and benefits that they would receive in connection with the scheme.

Pursuant to the Transaction Agreement, Warner Chilcott's employees (including its executive officers) will be entitled to receive their 2013 annual bonuses prorated through the date of termination of employment.

Warner Chilcott's directors and executive officers are entitled to continued indemnification and insurance coverage under the Transaction Agreement.

We estimate the aggregate value of these interests (other than with respect to already vested ordinary shares and equity awards and indemnification and insurance) to be approximately \$63.4 million net of any applicable exercise price, or approximately \$31.7 million net of any applicable exercise price and estimated tax withholdings. For more information, including the assumptions used to estimate the value of such interests, see *The Transaction Interests of Certain Persons in the Transaction Warner Chilcott* beginning on page [ ] of this joint proxy statement/prospectus.

**Board of Directors and Management after the Transaction (Page [ ])**

The Transaction Agreement provides that the board of directors of New Actavis after the transaction will have twelve members consisting of (i) no more than seven members of the Actavis board of directors as of immediately prior to the closing of the merger and (ii) five members of the Warner Chilcott board of directors as of the date of the Transaction Agreement, to be selected by the governance committee of the Actavis board of directors; provided, however, that upon written notice from Actavis to Warner Chilcott, only four individuals who were members of the Warner Chilcott board of directors as of the date of the Transaction Agreement shall be designated to the New Actavis board of directors, and the remaining position on the New Actavis board of directors shall be filled by a new independent director to be selected by the governance committee of the Actavis board of directors.

As of the date of this joint proxy statement/prospectus, the governance committee of the Actavis board of directors has not finally determined which Warner Chilcott directors will be designated to the board of directors of New Actavis and it has not been finally determined which Actavis directors will be designated to the board of directors of New Actavis. The Actavis and Warner Chilcott directors that will serve on the New Actavis board of directors will be selected prior to the effective time.

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The New Actavis senior management team after the acquisition and the merger is expected to be the same as the current senior management team of Actavis.

### **Certain Tax Consequences of the Transaction (Page [ ])**

#### ***Actavis***

The receipt of New Actavis ordinary shares and cash in lieu of fractional New Actavis ordinary shares for Actavis common shares by U.S. holders (as defined below) pursuant to the transaction will be a taxable transaction for U.S. federal income tax purposes. In general, under such treatment, a U.S. holder will recognize capital gain or loss equal to the difference between (i) the sum of the fair market value of the New Actavis ordinary shares and any cash in lieu of fractional New Actavis ordinary shares received as consideration in the transaction and (ii) the holder's adjusted tax basis in the Actavis common shares surrendered in the exchange. A U.S. holder's adjusted basis in the Actavis common shares generally will equal such holder's purchase price for such Actavis common shares, as adjusted to take into account stock dividends, stock splits or similar transactions. Actavis recommends that U.S. holders consult their own tax advisors as to the particular tax consequences of the transaction, including the effect of U.S. federal, state and local tax laws or foreign tax laws. See *Certain Tax Consequences of the Transaction U.S. Federal Income Tax Considerations*, beginning on page [ ] of this joint proxy statement/prospectus for a more detailed description of the U.S. federal income tax consequences of the transaction.

No Irish tax will arise for Actavis stockholders pursuant to the transaction, unless such Actavis stockholders are resident or ordinarily resident in Ireland or hold such shares in connection with a trade carried on in Ireland through an Irish branch or agency. See *Certain Tax Consequences of the Transaction Irish Tax Considerations*, beginning on page [ ] of this joint proxy statement/prospectus for a more detailed description of the Irish tax consequences of the transaction.

#### ***Warner Chilcott***

We have structured the scheme so that the receipt of the scheme consideration in exchange for Warner Chilcott ordinary shares pursuant to the scheme is intended to qualify as a reorganization for U.S. federal income tax purposes. Assuming the scheme is so treated, Warner Chilcott shareholders will generally not recognize any gain or loss for U.S. federal income tax purposes on the exchange of their Warner Chilcott ordinary shares for New Actavis ordinary shares in the scheme, except for any gain or loss recognized in connection with any cash received in lieu of a fractional New Actavis ordinary share. However, it is not a condition to Warner Chilcott's obligation to complete the scheme that it receive a legal opinion from its outside counsel that the receipt of the scheme consideration in exchange for the Warner Chilcott ordinary shares pursuant to the scheme is a reorganization for U.S. federal income tax purposes. Consequently, the parties may proceed with the transaction even if the receipt of the scheme consideration is taxable to Warner Chilcott shareholders for U.S. federal income tax purposes. You should review *Certain Tax Consequences of the Transaction U.S. Federal Income Tax Considerations* for a discussion of the material tax consequences of the scheme to Warner Chilcott shareholders.

**The U.S. federal income tax consequences described above may not apply to all Warner Chilcott shareholders, including certain Warner Chilcott shareholders specifically referred to on page [ ]. Your tax consequences will depend on your own situation. You should consult your tax advisor to determine the particular tax consequences of the scheme to you.**

No Irish tax will arise for Warner Chilcott shareholders as a result of the scheme of arrangement. Only Warner Chilcott shareholders who are resident or ordinarily resident in Ireland for Irish tax purposes or hold their shares in Warner Chilcott in connection with a trade carried on by such holder in Ireland through a branch or agency will be within the charge to Irish tax on chargeable gains as a result of the scheme of arrangement. However, such shareholders should be treated as falling within specific relieving provisions and should not recognize any taxable gain or loss on the cancellation of their Warner Chilcott shares pursuant to the scheme of arrangement.

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Please refer to *Certain Tax Consequences of the Transaction* for a description of the material U.S. and Irish tax consequences of the scheme of arrangement to Warner Chilcott shareholders. Determining the actual tax consequences of the scheme of arrangement to you may be complex and will depend on your specific situation. We urge you to consult your tax advisor for a full understanding of the tax consequences of the scheme of arrangement to you.

### **No Dissenters' Rights (Page [ ])**

Under the Nevada General Corporation Law, holders of Actavis common shares do not have appraisal or dissenters' rights with respect to the merger or any of the other transactions described in this joint proxy statement/prospectus.

Under Irish law, holders of Warner Chilcott ordinary shares do not have appraisal or dissenters' rights with respect to the acquisition or any of the other transactions described in this joint proxy statement/prospectus.

### **Stock Exchange Listing (Page [ ])**

New Actavis ordinary shares are currently not traded or quoted on a stock exchange or quotation system. New Actavis expects that, as of the effective time, New Actavis ordinary shares will be listed for trading under the symbol ACT on the NYSE.

### **Conditions to the Completion of the Acquisition and the Merger (Page [ ])**

The completion of the acquisition and the scheme is subject to the satisfaction (or waiver, to the extent permitted) of all of the following conditions:

the approval of the Transaction Agreement by Actavis stockholders as required by the Nevada General Corporation Law and Article I of the Second Amended and Restated Bylaws of Actavis;

the approval of the scheme by the Warner Chilcott shareholders at the Court Meeting (or at any adjournment of such meeting);

certain of the EGM resolutions being duly passed by Warner Chilcott shareholders at the EGM (or at any adjournment of such meeting);

the Irish High Court's sanction of the scheme of arrangement and confirmation (including certain evidence of confirmation) of the reduction of capital of Warner Chilcott and/or copies of each of the Irish High Court's order and the minute required under Irish law in respect of the reduction of capital of Warner Chilcott being delivered for registration to the Registrar of Companies and subsequently registered;

the NYSE having authorized, and not withdrawn its authorization, for listing all of the New Actavis ordinary shares to be issued in the acquisition and the merger;

all applicable waiting periods under the HSR Act (as defined below) having expired or having been terminated, in each case in connection with the acquisition;

to the extent that the acquisition (which the parties agree is not a concentration within the scope of the EC Merger Regulation) becomes subject to the EC Merger Regulation by virtue of a European Union member state referral: (i) the European Commission declares the acquisition compatible with the common market under Article 6(1)(b), Article 8(1), or Article 8(2)

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of the EC Merger Regulation; and (ii) no formal indication having been made that a European Union or European Free Trade Association member state will take appropriate measures to protect legitimate interests pursuant to Article 21(4) of the EC Merger Regulation in relation to the acquisition or its financing;

all required regulatory clearances having been obtained and remaining in full force and effect and applicable waiting periods having expired, lapsed or been terminated (as appropriate), in each case in connection with the acquisition, under the antitrust, competition or foreign investment laws of

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Germany, France, and any other applicable jurisdiction in which Actavis or Warner Chilcott conducts its operations that asserts jurisdiction over the Transaction Agreement, the acquisition or the scheme if the failure to obtain regulatory clearance in such jurisdiction could reasonably be expected to be material to New Actavis (following the effective time);

no injunction, restraint or prohibition by any court of competent jurisdiction or antitrust order by any governmental authority which prohibits consummation of the transaction having been entered and which is continuing to be in effect; and

the registration statement on Form S-4 of which this joint proxy statement/prospectus is a part having become effective under the Securities Act of 1933 and not being the subject of any stop order or proceedings seeking any stop order.

In addition, Actavis and, subject to Panel approval, Warner Chilcott's obligation to effect the acquisition is conditioned, among other things, upon:

the accuracy of the other party's representations and warranties, subject to specified materiality standards;

the performance by the other party of its obligations and covenants under the Transaction Agreement in all material respects; and

the delivery by the other party of an officer's certificate certifying such accuracy of its representations and warranties and such performance of its obligations and covenants.

The acquisition is also conditioned on the scheme becoming effective and unconditional by not later than February 19, 2014, subject to an extension to May 19, 2014 in certain circumstances if the only outstanding unfulfilled conditions relate to antitrust approval or certain other conditions (or earlier if required by the Panel or later if the parties agree and, if required, the Panel consents and the Irish High Court allows). In addition, the scheme will lapse unless it is effective on or prior to February 19, 2014, subject to an extension to May 19, 2014 in certain circumstances if the only outstanding unfulfilled conditions relate to antitrust approval or certain other conditions. The merger is conditioned only upon the concurrent consummation and implementation of the scheme of arrangement and acquisition. See *The Transaction Agreement - Conditions to the Completion of the Acquisition and the Merger* beginning on page [ ] of this joint proxy statement/prospectus.

**Regulatory Approvals Required (Page [ ])**

Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act) and the rules and regulations promulgated thereunder by the U.S. Federal Trade Commission (the FTC) the transaction cannot be consummated until, among other things, notifications have been given and certain information has been furnished to the FTC and the Antitrust Division of the U.S. Department of Justice (the Antitrust Division) and all applicable waiting periods have expired or been terminated.

On June 10, 2013, each of Actavis and Warner Chilcott filed a Pre-Merger Notification and Report Form pursuant to the HSR Act with the Antitrust Division and the FTC. The initial waiting period under the HSR Act will expire at 11:59 p.m. (Eastern Time in the U.S.) on July 10, 2013. While we believe that HSR approval will ultimately be obtained, this approval is not assured. Expiration or earlier termination of the waiting period would satisfy a condition to the effective time.

Actavis and Warner Chilcott derive revenues in other jurisdictions where merger or acquisition control filings or approvals are or may be required. These include Germany and France. The transaction cannot be consummated until the required approvals have been obtained under the competition laws of Germany and France. Further, if any jurisdiction (other than Germany and France) in which Actavis or Warner Chilcott conducts its



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operations asserts jurisdiction over the Transaction Agreement, the acquisition or the scheme, and the failure to obtain regulatory clearance in such jurisdiction could reasonably be expected to be material to New Actavis following the consummation of the acquisition and the merger, obtaining regulatory clearance in that jurisdiction will be a condition to consummating the transaction. Actavis may, in whole or in part, waive the conditions to consummation of the transaction that relate to the receipt of approvals in Germany, France and any other relevant jurisdiction as described above, subject to certain requirements.

***Conditions Imposed by Regulatory Agencies***

The FTC, the Antitrust Division, the French Competition Authority, the German Federal Cartel Office, or other applicable regulatory authorities may require the imposition of certain conditions on the transaction in connection with obtaining regulatory clearances. Should such conditions require Actavis or Warner Chilcott (or any of their respective subsidiaries) to take any action (including with respect to selling, holding separate or otherwise disposing of any business or assets or conducting business in any specified manner) that would individually or in the aggregate reasonably be expected to result in a material adverse effect on the business, operations or financial condition of the post-transaction entity, Actavis and/or Warner Chilcott may decide not to accept such conditions. With respect to U.S. antitrust clearance, the FTC or the Antitrust Division, if it wished to impose such conditions, would then be required to seek a court order preventing the consummation of the transaction on the grounds that the transaction would violate the U.S. antitrust laws. In France, the French Competition Authority may prohibit the transaction if it considers that consummation of the transaction absent proposed conditions would significantly lessen competition. In Germany, the German Federal Cartel Office may prohibit the transaction if the consummation of the transaction absent proposed conditions would lead to the creation or strengthening of a dominant market position. While the parties do not believe that conditions resulting in a material adverse effect on the post-transaction entity are likely to be imposed, there can be no assurances that the applicable regulatory authorities will not seek to impose restrictions that may adversely impact the benefits expected to be achieved from the transaction, including, but not limited to, a prohibition on consummation.

***Irish Court Approvals***

The scheme of arrangement requires the approval of the Irish High Court, which involves an application by Warner Chilcott to the Irish High Court to sanction the scheme. The Irish High Court must also confirm the reduction of capital of Warner Chilcott that would be effected by EGM resolution #2, which is a necessary step in the implementation of the scheme.

The creation of distributable reserves of New Actavis, which involves a reduction of all of New Actavis' share premium, also requires the approval of the Irish High Court, but obtaining such approval is not a condition to the acquisition. See *Creation of Distributable Reserves of New Actavis* .

**Termination of the Transaction Agreement (Page [ ])**

The Transaction Agreement may be terminated at any time prior to the time the scheme becomes effective in any of the following ways:

by mutual written consent of Actavis and Warner Chilcott;

by either Actavis or Warner Chilcott:

if (i) after completion of the Warner Chilcott Court Meeting or the EGM, the applicable resolutions have not been approved by the requisite vote, or (ii) after completion of the Actavis stockholders meeting, the Actavis stockholder approval has not been obtained;

if the transaction has not been consummated by 11:59 p.m., New York City time, on February 19, 2014, subject to an extension to May 19, 2014 in certain circumstances if the only outstanding unfulfilled conditions relate to antitrust approval or certain other conditions;



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if the Irish High Court declines or refuses to sanction the scheme, unless both parties agree that the decision of the Irish High Court shall be appealed; or

in certain circumstances if an injunction that permanently restrains, enjoins or otherwise prohibits the consummation of the acquisition or the merger has become final and non-appealable;

by Warner Chilcott:

in certain circumstances if Actavis, New Actavis, IrSub, U.S. Holdco or MergerSub breaches or fails to perform in any material respect its representations, warranties, covenants or other agreements contained in the Transaction Agreement such that certain closing conditions are incapable of being satisfied and the breach is not reasonably capable of being cured by February 19, 2014;

if the Actavis board of directors withdraws or modifies in any manner adverse to Warner Chilcott (or publicly proposes to do the same) its recommendation that the stockholders of Actavis approve the Transaction Agreement in response to an Actavis Superior Proposal (as defined in *The Transaction Agreement Termination* beginning on page [ ] of this joint proxy statement/prospectus) or material intervening event; or

prior to obtaining shareholder approval, in order to enter into an agreement providing for a Warner Chilcott Superior Proposal (as defined in *The Transaction Agreement Termination* beginning on page [ ] of this joint proxy statement/prospectus);

by Actavis:

in certain circumstances if Warner Chilcott breaches or fails to perform in any material respect its representations, warranties, covenants or other agreements contained in the Transaction Agreement such that certain closing conditions are incapable of being satisfied and the breach is not reasonably capable of being cured by February 19, 2014; or

if the Warner Chilcott board of directors withdraws or modifies in any manner adverse to Actavis (or publicly proposes to do the same) its recommendation that the shareholders of Warner Chilcott approve the scheme or approves, recommends or declares advisable, or proposes publicly to do the same, a Warner Chilcott Alternative Proposal (as defined in *The Transaction Agreement Termination* beginning on page [ ] of this joint proxy statement/prospectus).

The Transaction Agreement also provides that if the Transaction Agreement is terminated (i) by Warner Chilcott following the board of directors of Actavis changing its recommendation to the Actavis stockholders to approve the Transaction Agreement (except in limited circumstances) or (ii) by Warner Chilcott or Actavis following the failure of the Actavis stockholders to approve the Transaction Agreement following the board of directors of Actavis changing its recommendation (except in limited circumstances), then Actavis shall pay to Warner Chilcott \$160 million, subject to reduction in certain circumstances. See *The Transaction Agreement Reverse Termination Payment* beginning on page [ ] of this joint proxy statement/prospectus.

**Expenses Reimbursement Agreement (Page [ ])**

In connection with the execution of the Transaction Agreement, Actavis and Warner Chilcott entered into an Expenses Reimbursement Agreement, the terms of which have been approved by the Panel. Under the Expenses Reimbursement Agreement, Warner Chilcott has agreed to pay to Actavis the documented, specific and quantifiable third-party costs and expenses incurred by Actavis in connection with the acquisition upon the termination of the Transaction Agreement in specified circumstances. The maximum amount payable by Warner Chilcott to Actavis pursuant to the Expenses Reimbursement Agreement (the Expense Reimbursement Amount ) is an amount equal



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to one percent (1%) of the aggregate value of the issued share capital of Warner Chilcott, or approximately \$51 million. Actavis does not expect the transaction-related costs reimbursable pursuant to the Expenses Reimbursement Agreement to exceed the Expense Reimbursement Amount.

See *Expenses Reimbursement Agreement* beginning on page [ ] of this joint proxy statement/prospectus.

### **Financing Relating to the Transaction (Page [ ])**

New Actavis intends to satisfy the cash components of the transaction (i.e., cash payments required under the Warner Chilcott Equity Award Holder Proposal as defined in the Transaction Agreement) and pay certain transactional expenses on the closing date of the acquisition with cash on hand of New Actavis, Actavis and/or Warner Chilcott and drawings under available credit facilities.

As of the effective time, New Actavis expects to refinance certain outstanding indebtedness of each of Actavis and Warner Chilcott with new indebtedness that may be incurred by New Actavis, Actavis, Warner Chilcott or any of their subsidiaries. As of the date of this joint proxy statement/prospectus, New Actavis and Actavis are in discussions with various financing sources with a view to obtaining financing commitments that will be available upon the closing of the acquisition to fund the refinancing. The final terms of any new credit facilities or debt securities or other aspects of the refinancing plan are still under discussion with financing sources and will depend on market and other conditions existing at the time the refinancing plan is finalized. Any commitments to provide financing may be subject to certain conditions (including the closing of the acquisition). There can be no assurances regarding the outcome or the scope of these discussions with financing sources. However, the consummation of the transaction is not conditioned upon the receipt of any financing.

For a full description of the financing relating to the transaction, see *Financing Relating to the Transaction* beginning on page [ ] of this joint proxy statement/prospectus.

### **Accounting Treatment of the Transaction (Page [ ])**

New Actavis will account for the acquisition pursuant to the Transaction Agreement and using the acquisition method of accounting in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ). New Actavis will be the accounting acquiror. New Actavis will measure the assets acquired and liabilities assumed at their fair values including net tangible and identifiable intangible assets as of the closing of the transaction. Any excess of the purchase price over those fair values will be recorded as goodwill.

### **Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares (Page [ ])**

As a result of the transaction, the holders of Actavis common shares will become holders of New Actavis ordinary shares and their rights will be governed by Irish law (instead of the Nevada General Corporation Law (the NGCL )) and by the memorandum and articles of association of New Actavis (instead of Actavis Amended and Restated Articles of Incorporation and Second Amended and Restated Bylaws). The current memorandum and articles of association of New Actavis will be amended and restated prior to the effective time in substantially the form as set forth in Annex D to this joint proxy statement/prospectus. Following the transaction, former Actavis stockholders may have different rights as New Actavis shareholders than they had as Actavis stockholders. Material differences between the rights of stockholders of Actavis and the rights of shareholders of New Actavis include differences with respect to, among other things, distributions, dividends, repurchases and redemptions, dividends in shares / bonus issues, the election of directors, the removal of directors, the fiduciary and statutory duties of directors, conflicts of interests of directors, the indemnification of directors and officers, limitations on director liability, the convening of annual meetings of shareholders and special shareholder meetings, notice provisions for meetings, the quorum for shareholder meetings, the adjournment of shareholder meetings, the exercise of voting rights, shareholder action by written consent, shareholder suits, shareholder approval of certain transactions, rights of dissenting shareholders, anti-takeover measures and provisions relating to the ability to amend the articles of association. For a summary of the material differences between the rights of Actavis stockholders and New Actavis shareholders, see *Description of New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus and *Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus.

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**Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares (Page [ ])**

As a result of the transaction, the holders of Warner Chilcott ordinary shares will become holders of New Actavis ordinary shares and their rights will be governed by the memorandum and articles of association of New Actavis instead of Warner Chilcott's memorandum and articles of association. The current memorandum and articles of association of New Actavis will be amended and restated prior to the effective time in substantially the form as set forth in Annex D to this joint proxy statement/prospectus. Following the transaction, former Warner Chilcott shareholders may have different rights as New Actavis shareholders than they had as Warner Chilcott shareholders. Material differences between the rights of New Actavis shareholders following the transaction and the rights of Warner Chilcott shareholders before the transaction include, among other things, differences with respect to the board of directors, shareholders rights plans and financial assistance. For a summary of the material differences between the rights of Warner Chilcott shareholders and New Actavis shareholders, see *Description of New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus and *Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus.

**Table of Contents****RISK FACTORS**

*In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus you should consider carefully the following risk factors, including the matters addressed under the caption "Cautionary Statement Regarding Forward-Looking Statements". You should also read and consider the risks associated with the business of Actavis and the risks associated with the business of Warner Chilcott because these risks will also affect New Actavis. The risks associated with the business of Actavis can be found in the Actavis Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and in the Actavis Quarterly Report on Form 10-Q for the period ended March 31, 2013, which are incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information". The risks associated with the business of Warner Chilcott can be found in the Warner Chilcott Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and in the Warner Chilcott Quarterly Report on Form 10-Q for the period ended March 31, 2013, which are incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information".*

**Risks Relating to the Transaction**

***The number of New Actavis ordinary shares that Warner Chilcott shareholders will receive as a result of the acquisition will be based on a fixed exchange ratio. The value of the New Actavis ordinary shares that Warner Chilcott shareholders receive could be different than at the time Warner Chilcott shareholders vote to approve the scheme.***

At the effective time, Warner Chilcott shareholders (other than Actavis or any of its nominees) will receive 0.160 of a New Actavis ordinary share for each Warner Chilcott ordinary share they hold. Each New Actavis ordinary share will be issued in accordance with, and subject to the rights and obligations of, the memorandum and articles of association of New Actavis, which are expected to be amended and restated prior to the effective time in the form attached hereto as Annex D. For a comparison of the rights and privileges of a holder of shares of New Actavis as compared to a holder of shares of Warner Chilcott, please see *Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus. The number of New Actavis ordinary shares that Warner Chilcott shareholders will be entitled to receive will not be adjusted in the event of any increase or decrease in the share price of either Actavis common shares or Warner Chilcott ordinary shares.

The market value of the New Actavis ordinary shares that Warner Chilcott shareholders will be entitled to receive when the acquisition is completed could vary significantly from the market value of Actavis common shares on the date of this joint proxy statement/prospectus or the date of the Warner Chilcott special meetings. Because the exchange ratio will not be adjusted to reflect any changes in the market value of Actavis common shares or Warner Chilcott ordinary shares, such market price fluctuations may affect the value that Warner Chilcott shareholders will receive at the effective time. Share price changes may result from a variety of factors, including changes in the business, operations or prospects of Actavis or Warner Chilcott, market assessments of the likelihood that the transaction will be completed, the timing of the transaction, regulatory considerations, general market and economic conditions and other factors. Shareholders are urged to obtain current market quotations for Actavis common shares and Warner Chilcott ordinary shares. See the section entitled *Comparative Per Share Market Price Data and Dividend Information* beginning on page [ ] of this joint proxy statement/prospectus for additional information on the market value of Actavis common shares and Warner Chilcott ordinary shares.

***Actavis and Warner Chilcott must obtain required approvals and governmental and regulatory consents to consummate the transaction, which, if delayed, not granted or granted with unacceptable conditions, may delay or jeopardize the consummation of the acquisition or the merger, result in additional expenditures of money and resources and/or reduce the anticipated benefits of the transaction.***

The transaction is subject to customary closing conditions. These closing conditions include, among others, the receipt of required approvals of Actavis stockholders and Warner Chilcott shareholders, the effectiveness of the registration statement, the approval of the scheme of arrangement by the Irish High Court and the expiration or termination of applicable waiting periods under the HSR Act, and the relevant approvals under the antitrust, competition and foreign investment laws of certain foreign countries under which filings or approvals are or may be required, including Germany and France.

The governmental agencies from which the parties will seek certain of these approvals and consents have broad discretion in administering the governing regulations. Actavis and Warner Chilcott can provide no assurance that all required approvals and consents will be obtained. Moreover, as a condition to their approval of the transaction, agencies may impose requirements, limitations or costs or require divestitures or place restrictions on the conduct of New Actavis' business after the closing. These requirements, limitations, costs, divestitures or restrictions could jeopardize or delay the effective time or reduce the anticipated benefits of the transaction. Further, no assurance can be given





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that the required shareholder approvals will be obtained or that the required closing conditions will be satisfied, and, if all required consents and approvals are obtained and the closing conditions are satisfied, no assurance can be given as to the terms, conditions and timing of the approvals. If Actavis and Warner Chilcott agree to any material requirements, limitations, costs, divestitures or restrictions in order to obtain any approvals required to consummate the transaction, these requirements, limitations, costs, divestitures or restrictions could adversely affect New Actavis ability to integrate Actavis operations with Warner Chilcott's operations and/or reduce the anticipated benefits of the transaction. This could result in a failure to consummate the transaction or have a material adverse effect on New Actavis' business and results of operations.

***The Transaction Agreement contains provisions that restrict Warner Chilcott's ability to pursue alternatives to the transaction and, in specified circumstances, could require Warner Chilcott to reimburse certain of Actavis' expenses.***

Under the Transaction Agreement, Warner Chilcott is restricted, subject to certain exceptions, from soliciting, initiating, knowingly encouraging or negotiating, or furnishing information with regard to, any inquiry, proposal or offer for a competing acquisition proposal from any person. Warner Chilcott may terminate the Transaction Agreement and enter into an agreement with respect to a superior proposal only if specified conditions have been satisfied, including a determination by the Warner Chilcott board of directors (after consultation with Warner Chilcott's financial advisors and legal counsel) that such proposal is more favorable to the Warner Chilcott shareholders than the transaction, and such a termination would result in Warner Chilcott being required to reimburse certain of Actavis' expenses under the Expenses Reimbursement Agreement. These provisions could discourage a third party that may have an interest in acquiring all or a significant part of Warner Chilcott from considering or proposing that acquisition, even if such third party were prepared to pay consideration with a higher value than the value of the scheme consideration.

***The Transaction Agreement contains provisions that restrict Actavis' ability to pursue alternatives to the transaction and, in specified circumstances, could require Actavis to pay to Warner Chilcott a termination fee.***

Under the Transaction Agreement, Actavis is restricted, subject to certain exceptions, from soliciting, initiating, knowingly encouraging or negotiating, or furnishing information with regard to, any inquiry, proposal or offer for a competing acquisition proposal from any person. Actavis may not terminate the Transaction Agreement in order to enter into an agreement with respect to a superior proposal. If the Transaction Agreement is terminated in certain circumstances where a superior proposal has been made, Actavis will be required to pay to Warner Chilcott an amount equal to \$160 million, subject to reduction in certain circumstances. These provisions could discourage a third party that may have an interest in acquiring all or a significant part of Actavis from considering or proposing that acquisition.

***Failure to consummate the transaction could negatively impact the share price and the future business and financial results of Actavis and/or Warner Chilcott.***

If the transaction is not consummated, the ongoing businesses of Actavis and/or Warner Chilcott may be adversely affected and, without realizing any of the benefits of having consummated the transaction, Actavis and/or Warner Chilcott will be subject to a number of risks, including the following:

Actavis and/or Warner Chilcott will be required to pay costs and expenses relating to the proposed transaction;

if the Transaction Agreement is terminated under specified circumstances, Warner Chilcott may be obligated to reimburse certain expenses of Actavis, in an amount up to approximately \$51 million;

if the Transaction Agreement is terminated under specified circumstances, Actavis may be required to pay to Warner Chilcott a termination fee equal to \$160 million, subject to reduction in certain circumstances;

matters relating to the transaction (including integration planning) may require substantial commitments of time and resources by Actavis management and Warner Chilcott management, which could otherwise have been devoted to other opportunities that may have been beneficial to Actavis or Warner Chilcott, as the case may be;

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the Transaction Agreement restricts Actavis and Warner Chilcott, without the other party's consent and subject to certain exceptions, from making certain acquisitions and taking other specified actions until

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the merger and the acquisition occur or the Transaction Agreement terminates. These restrictions may prevent Actavis and Warner Chilcott from pursuing otherwise attractive business opportunities and making other changes to their businesses that may arise prior to completion of the merger and the acquisition or termination of the Transaction Agreement; and

Actavis and/or Warner Chilcott also could be subject to litigation related to any failure to consummate the transaction or related to any enforcement proceeding commenced against Actavis and/or Warner Chilcott to perform their respective obligations under the Transaction Agreement.

If the transaction is not consummated, these risks may materialize and may adversely affect Actavis and/or Warner Chilcott's business, financial results and share price.

***Actavis and Warner Chilcott's directors and executive officers will have interests in the transaction in addition to those of Actavis stockholders and Warner Chilcott shareholders.***

In considering the recommendations of the Actavis and Warner Chilcott boards of directors, you should be aware that certain of Actavis and Warner Chilcott's directors and executive officers will have interests in the proposed transaction that are different from, or in addition to, the interests of each company's stockholders and shareholders, as applicable, the aggregate values of which (other than with respect to already vested shares and equity awards and indemnification and insurance) we estimate to be approximately \$132.7 million in the aggregate net of any applicable exercise price (or approximately \$65.1 million net of any applicable exercise price and estimated tax withholdings) for Actavis directors and executive officers and approximately \$63.4 million in the aggregate net of any applicable exercise price (or approximately \$31.7 million net of any applicable exercise price and estimated tax withholdings) for Warner Chilcott's directors and executive officers. For more information, including the assumptions used to estimate the value of such interests, see *The Transaction: Interests of Certain Persons in the Transaction* beginning on page [ 1 ] of this joint proxy statement/prospectus. You should consider these interests in connection with your vote on the related proposals.

***While the transaction is pending, Actavis and Warner Chilcott will be subject to business uncertainties that could adversely affect their businesses.***

Uncertainty about the effect of the transaction on employees, customers and suppliers may have an adverse effect on Actavis and Warner Chilcott and, consequently, on New Actavis. These uncertainties may impair Actavis and Warner Chilcott's ability to attract, retain and motivate key personnel until the merger and the acquisition are consummated and for a period of time thereafter, and could cause customers, suppliers and others who deal with Actavis and Warner Chilcott to seek to change existing business relationships with Actavis and Warner Chilcott. Employee retention may be particularly challenging during the pendency of the transaction because employees may experience uncertainty about their future roles with New Actavis. If, despite Actavis and Warner Chilcott's retention efforts, key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with New Actavis, New Actavis' business could be seriously harmed.

### **Risks Relating to the Businesses of the Combined Company**

***We may not realize all of the anticipated benefits of the transaction or those benefits may take longer to realize than expected. We may also encounter significant unexpected difficulties in integrating the two businesses.***

Our ability to realize the anticipated benefits of the transaction will depend, to a large extent, on our ability to integrate the Actavis and Warner Chilcott businesses. The combination of two independent businesses is a complex, costly and time-consuming process. As a result, we will be required to devote significant management attention and resources to integrating the business practices and operations of Actavis and Warner Chilcott. The integration process may disrupt the businesses and, if implemented ineffectively, would preclude realization of the full benefits expected by us. Our failure to meet the challenges involved in integrating the two businesses to realize the anticipated benefits of the transaction could cause an interruption of, or a loss of momentum in, the activities of New Actavis and could adversely affect New Actavis' results of operations.

In addition, the overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer relationships, and diversion of management's attention. The difficulties of combining the operations of the companies include, among others:

the diversion of management's attention to integration matters;

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difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from combining the business of Actavis with that of Warner Chilcott;

difficulties in the integration of operations and systems;

difficulties in the assimilation of employees;

difficulties in managing the expanded operations of a significantly larger and more complex company;

challenges in keeping existing customers and obtaining new customers; and

challenges in attracting and retaining key personnel.

Many of these factors will be outside of our control and any one of them could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy, which could materially impact the business, financial condition and results of operations of New Actavis. In addition, even if the operations of the businesses of Actavis and Warner Chilcott are integrated successfully, we may not realize the full benefits of the transaction, including the synergies, cost savings or sales or growth opportunities that we expect. These benefits may not be achieved within the anticipated time frame, or at all. Or, additional unanticipated costs may be incurred in the integration of the businesses of Actavis and Warner Chilcott. All of these factors could cause dilution to the earnings per share of New Actavis, decrease or delay the expected accretive effect of the transaction, and negatively impact the price of New Actavis' ordinary shares. As a result, we cannot assure you that the combination of the Actavis and Warner Chilcott businesses will result in the realization of the full benefits anticipated from the transaction.

***New Actavis will incur direct and indirect costs as a result of the transaction.***

New Actavis will incur costs and expenses in connection with and as a result of the transaction. These costs and expenses include professional fees to comply with Irish corporate and tax laws and financial reporting requirements, costs and expenses incurred in connection with holding a majority of the meetings of the New Actavis board of directors and certain executive management meetings in Ireland, as well as any additional costs New Actavis may incur going forward as a result of its new corporate structure. These costs may exceed the costs historically borne by Actavis and Warner Chilcott.

***Actavis' and Warner Chilcott's actual financial positions and results of operations may differ materially from the unaudited pro forma financial data included in this joint proxy statement/prospectus.***

The pro forma financial information contained in this joint proxy statement/prospectus is presented for illustrative purposes only and may not be an indication of what New Actavis' financial position or results of operations would have been had the transaction been completed on the dates indicated. The pro forma financial information has been derived from the audited and unaudited historical financial statements of Actavis and Warner Chilcott and certain adjustments and assumptions have been made regarding the combined company after giving effect to the transaction. The assets and liabilities of Warner Chilcott have been measured at fair value based on various preliminary estimates using assumptions that Actavis management believes are reasonable utilizing information currently available. The process for estimating the fair value of acquired assets and assumed liabilities requires the use of judgment in determining the appropriate assumptions and estimates. These estimates may be revised as additional information becomes available and as additional analyses are performed. Differences between preliminary estimates in the pro forma financial information and the final acquisition accounting will occur and could have a material impact on the pro forma financial information and the combined company's financial position and future results of operations.

In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect New Actavis' financial condition or results of operations following the closing. Any potential decline in New Actavis' financial condition or results of operations may cause significant variations in the share price of New Actavis. Please see *Unaudited Pro Forma Condensed Combined Financial Information* beginning on page [ ] of this joint proxy statement/prospectus.

*We will need to raise additional funds in order to consummate the refinancing of certain existing indebtedness upon the closing of the acquisition which may not be available on acceptable terms or at all.*

We will need to raise additional funds in order to consummate the refinancing of certain existing indebtedness upon the closing of the acquisition which may not be available on acceptable terms or at all. The acquisition will

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constitute a change of control under certain existing indebtedness, which would lead to the occurrence of an event of default or the need to refinance such existing indebtedness. If we are unable to obtain additional funds sufficient to refinance such existing indebtedness, or if we are unable to obtain such funds on acceptable terms, this could require us to take additional actions that may impact the closing of the transaction or that could have a material adverse effect on us. As of the date of this joint proxy statement/prospectus, New Actavis and Actavis are in discussions with various financing sources with a view to obtaining financing commitments that will be available upon the closing of the acquisition to fund the refinancing. The final terms of any new credit facilities or debt securities or other aspects of the refinancing plan are still under discussion with financing sources and will depend on market and other conditions existing at the time the refinancing plan is finalized. Any commitments to provide financing may be subject to certain conditions (including the closing of the acquisition). There can be no assurances regarding the outcome or the scope of these discussions with financing sources.

***The Internal Revenue Service (the IRS) may not agree with the conclusion that New Actavis is expected to be treated as a foreign corporation for U.S. federal tax purposes following the transaction.***

Although New Actavis will be incorporated in Ireland, the IRS may assert that it should be treated as a U.S. corporation (and, therefore, a U.S. tax resident) for U.S. federal tax purposes pursuant to section 7874 of the Code. For U.S. federal tax purposes, a corporation generally is considered a tax resident in the jurisdiction of its organization or incorporation. Because New Actavis is an Irish incorporated entity, it would generally be classified as a foreign corporation (and, therefore, a non-U.S. tax resident) under these rules. Section 7874 provides an exception under which a foreign incorporated entity may, in certain circumstances, be treated as a U.S. corporation for U.S. federal tax purposes.

For New Actavis to be treated as a foreign corporation for U.S. federal tax purposes under section 7874, either (i) the former stockholders of Actavis must own (within the meaning of section 7874) less than 80% (by both vote and value) of New Actavis stock by reason of holding shares in Actavis, which is referred to in this joint proxy statement/prospectus as the ownership test, or (ii) New Actavis must have substantial business activities in Ireland after the transaction (taking into account the activities of New Actavis expanded affiliated group). The Actavis stockholders are expected to own less than 80% (by both vote and value) of the shares in New Actavis after the transaction by reason of their ownership of shares of Actavis stock. As a result, under current law, New Actavis is expected to be treated as a foreign corporation for U.S. federal tax purposes. We cannot assure you that the IRS will agree with the position that the ownership test is satisfied, however. There is limited guidance regarding the section 7874 provisions, including the application of the ownership test.

Please see *Certain Tax Consequences of the Transaction U.S. Federal Income Tax Considerations Tax Consequences of the Transaction to Actavis and New Actavis U.S. Federal Income Tax Classification of New Actavis as a Result of the Transaction* beginning on page [ ] of this joint proxy statement/prospectus for a full discussion of the application of section 7874 of the Code to the transaction.

***Section 7874 likely will limit Actavis and its U.S. affiliates ability to utilize their U.S. tax attributes to offset certain U.S. taxable income, if any, generated by the transaction or certain specified transactions for a period of time following the transaction.***

Following the acquisition of a U.S. corporation by a foreign corporation, section 7874 can limit the ability of the acquired U.S. corporation and its U.S. affiliates to utilize U.S. tax attributes such as net operating losses to offset U.S. taxable income resulting from certain transactions as more fully described in *Certain Tax Consequences of the Transaction U.S. Federal Income Tax Considerations Tax Consequences of the Transaction to Actavis and New Actavis Potential Limitation on the Utilization of Actavis (and its U.S. Affiliates) Tax Attributes* beginning on page [ ] of this joint proxy statement/prospectus. Based on the limited guidance available, Actavis currently expects that following the transaction, this limitation will apply and as a result, Actavis currently does not expect that it or its U.S. affiliates will be able to utilize their U.S. tax attributes to offset their U.S. taxable income, if any, resulting from certain specified taxable transactions. Please see *Certain Tax Consequences of the Transaction U.S. Federal Income Tax Considerations Tax Consequences of the Transaction to Actavis and New Actavis Potential Limitation on the Utilization of Actavis (and its U.S. Affiliates) Tax Attributes* beginning on page [ ] of this joint proxy statement/prospectus.

***Future changes to the international tax laws could adversely affect New Actavis.***

Under current law, New Actavis is expected to be treated as a foreign corporation for U.S. federal tax purposes. However, changes to the inversion rules in section 7874 or the U.S. Treasury Regulations promulgated thereunder could adversely affect New Actavis status as a foreign corporation for U.S. federal tax purposes, and any such changes could have prospective or retroactive application to New Actavis, Actavis, their respective stockholders, shareholders and affiliates, and/or the transaction. In addition, recent legislative proposals have aimed to expand the scope of U.S. corporate tax residence, and such legislation, if passed, could have an adverse effect on New Actavis.





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Moreover, the U.S. Congress, the Organisation for Economic Co-operation and Development and other Government agencies in jurisdictions where New Actavis and its affiliates do business have had an extended focus on issues related to the taxation of multinational corporations. One example is in the area of base erosion and profit shifting, where payments are made between affiliates from a jurisdiction with high tax rates to a jurisdiction with lower tax rates. As a result, the tax laws in the U.S. and other countries in which New Actavis and its affiliates do business could change on a prospective or retroactive basis, and any such changes could adversely affect New Actavis.

***New Actavis will seek Irish High Court approval of the creation of distributable reserves. New Actavis expects this will be forthcoming but cannot guarantee this.***

Under Irish law, dividends may only be paid and share repurchases and redemptions must generally be funded only out of distributable reserves, which New Actavis will not have immediately following the closing. The creation of distributable reserves of New Actavis requires the approval of the Irish High Court and, in connection with seeking such court approval, we are seeking the approval of Actavis stockholders and Warner Chilcott shareholders. The approval of the Irish High Court is expected within 15 weeks following the closing. New Actavis is not aware of any reason why the Irish High Court would not approve the creation of distributable reserves; however, the issuance of the required order is a matter for the discretion of the Irish High Court. There will also be no guarantee that the approvals by Actavis stockholders and Warner Chilcott shareholders will be obtained. In the event that distributable reserves of New Actavis are not created, no distributions by way of dividends, share repurchases or otherwise will be permitted under Irish law until such time as the group has created sufficient distributable reserves from its trading activities.

***The New Actavis ordinary shares to be received by Actavis stockholders and Warner Chilcott shareholders in connection with the transaction will have different rights from the Actavis common shares and the Warner Chilcott ordinary shares.***

Upon completion of the merger and the acquisition, Actavis stockholders and Warner Chilcott shareholders will become New Actavis shareholders and their rights as shareholders will be governed by New Actavis memorandum and articles of association and Irish law. The rights associated with each of the Actavis common shares and Warner Chilcott ordinary shares are different than the rights associated with New Actavis ordinary shares. Material differences between the rights of stockholders of Actavis and the rights of shareholders of New Actavis include differences with respect to among other things, distributions, dividends, repurchases and redemptions, dividends in shares / bonus issues, the election of directors, the removal of directors, the fiduciary and statutory duties of directors, conflicts of interests of directors, the indemnification of directors and officers, limitations on director liability, the convening of annual meetings of shareholders and special shareholder meetings, notice provisions for meetings, the quorum for shareholder meetings, the adjournment of shareholder meetings, the exercise of voting rights, shareholder action by written consent, shareholder suits, shareholder approval of certain transactions, rights of dissenting shareholders, anti-takeover measures and provisions relating to the ability to amend the articles of association. Material differences between the rights of New Actavis shareholders following the transaction and the rights of Warner Chilcott shareholders before the transaction include, among other things, differences with respect to the board of directors, shareholders rights plans and financial assistance. See *Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus and *Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus.

***As a result of different shareholder voting requirements in Ireland relative to Nevada, New Actavis will have less flexibility with respect to certain aspects of capital management than Actavis currently has.***

Under Nevada law, Actavis directors may issue, without stockholder approval, any common shares authorized by its articles of incorporation that are not already issued.

Under Irish law, the authorized share capital of New Actavis can be increased by an ordinary resolution of its shareholders and the directors may issue new ordinary or preferred shares up to a maximum amount equal to the authorized but unissued share capital, without shareholder approval, once authorized to do so by the articles of association of New Actavis or by an ordinary resolution of the New Actavis shareholders. Additionally, subject to specified exceptions, Irish law grants statutory preemption rights to existing shareholders to subscribe for new issuances of shares for cash, but allows shareholders to authorize the waiver of the statutory preemption rights by way of special resolution with respect to any particular allotment of shares. Accordingly, New Actavis articles of association contain, as permitted by Irish company law, a provision authorizing the board to issue new shares for cash without offering preemption rights. The authorization of the directors to issue shares and the authorization of the waiver of the statutory preemption rights

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must both be renewed by the shareholders at least every five years, and Actavis cannot provide any assurance that these authorizations will always be approved, which could limit New Actavis' ability to issue equity and thereby adversely affect the holders of New Actavis securities. While Actavis does not believe that the differences between Nevada law and Irish law relating to New Actavis' capital management will have an adverse effect on New Actavis, situations may arise where the flexibility Actavis now has under Nevada law would have provided benefits to New Actavis shareholders that will not be available under Irish law. Please see *Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus.

***Following the effective time, a future transfer of your New Actavis ordinary shares, other than by means of the transfer of book-entry interests in the Depository Trust Company ( DTC ), may be subject to Irish stamp duty.***

Transfers of New Actavis ordinary shares effected by means of the transfer of book entry interests in DTC will not be subject to Irish stamp duty. It is anticipated that the majority of New Actavis ordinary shares will be traded through DTC by brokers who hold such shares on behalf of customers. However, if you hold your New Actavis ordinary shares directly rather than beneficially through DTC, any transfer of your New Actavis ordinary shares could be subject to Irish stamp duty (currently at the rate of 1% of the higher of the price paid or the market value of the shares acquired). Payment of Irish stamp duty is generally a legal obligation of the transferee. The potential for stamp duty could adversely affect the price of your shares. Warner Chilcott shareholders should be aware, however, that transfers of Warner Chilcott shares are currently subject to the same potential liability to Irish stamp duty in circumstances similar to those in which Irish stamp duty may be payable in respect of New Actavis ordinary shares. Please see *Certain Tax Consequences of the Transaction Irish Tax Considerations Stamp Duty* beginning on page [ ] of this joint proxy statement/prospectus.

***In certain limited circumstances, dividends paid by New Actavis may be subject to Irish dividend withholding tax.***

While New Actavis does not currently contemplate paying dividends upon New Actavis ordinary shares, in certain limited circumstances, dividend withholding tax (currently at a rate of 20%) may arise in respect of dividends, if any, paid on New Actavis ordinary shares. A number of exemptions from dividend withholding tax exist such that shareholders resident in the U.S. and shareholders resident in the countries listed in Annex H attached to this joint proxy statement/prospectus may be entitled to exemptions from dividend withholding tax (the Relevant Territories ).

Please see *Certain Tax Consequences of the Transaction Irish Tax Considerations Withholding Tax on Dividends* beginning on page [ ] of this joint proxy statement/prospectus and, in particular, please note the requirement to complete certain dividend withholding tax forms in order to qualify for many of the exemptions.

Shareholders resident in the U.S. that hold their shares through DTC will not be subject to dividend withholding tax provided the addresses of the beneficial owners of such shares in the records of the brokers holding such shares are recorded as being in the U.S. (and such brokers have further transmitted the relevant information to a qualifying intermediary appointed by New Actavis). Similarly, shareholders resident in the U.S. that are former Actavis shareholders and hold their shares outside of DTC will not be subject to dividend withholding tax if they provide a completed IRS Form W-9 to New Actavis' transfer agent to confirm their U.S. residence and claim an exemption. Former Warner Chilcott shareholders who are resident in the U.S. and who hold their shares in New Actavis outside of DTC will be able to rely on their IRS Form W-9 previously filed with Warner Chilcott or its transfer agent in respect of their Warner Chilcott shareholdings. A valid IRS Form W-9 can be relied on until such expiry date as is specified by the Irish Revenue Commissioners. Thereafter, such shareholders who continue to hold their shares outside of DTC will be required to provide a completed dividend withholding tax form accompanied by an IRS Form 6166 to New Actavis' transfer agent to confirm their U.S. residence. All new U.S. resident shareholders in New Actavis that hold their shares outside of DTC and shareholders resident in other Relevant Territories will not be subject to dividend withholding tax provided the beneficial owners of such shares have furnished completed dividend withholding tax forms that are still valid to New Actavis' transfer agent or their brokers (and such brokers have further transmitted the relevant information to New Actavis' transfer agent). However, other shareholders may be subject to dividend withholding tax, which could adversely affect the price of your shares. Former Warner Chilcott shareholders should be aware, however, that dividends currently paid on Warner Chilcott shares are subject to similar Irish dividend withholding tax implications and procedures as dividends which may be paid on New Actavis ordinary shares and former Warner Chilcott shareholders who hold New Actavis ordinary shares will be able to rely on forms previously filed (which have not expired) with Warner Chilcott to receive dividends without Irish withholding tax. Please see *Certain Tax Consequences of the Transaction Irish Tax Considerations Withholding Tax on Dividends* beginning on page [ ] of this joint proxy statement/prospectus.

***After the transaction, dividends received by Irish residents and certain other shareholders may be subject to Irish income tax.***

Shareholders entitled to an exemption from Irish dividend withholding tax on dividends received from New Actavis will not be subject to Irish income tax in respect of those dividends, unless they have some connection with



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Ireland other than their shareholding in New Actavis (for example, they are resident in Ireland). Shareholders who are not resident nor ordinarily resident in Ireland but who are not entitled to an exemption from Irish dividend withholding tax will generally have no further liability to Irish income tax on those dividends which suffer dividend withholding tax. Warner Chilcott shareholders should be aware, however, that similar Irish income tax considerations currently apply to the holders of Warner Chilcott shares. Please see *Certain Tax Consequences of the Transaction Irish Tax Considerations Income Tax on Dividends Paid on New Actavis Ordinary Shares* beginning on page [ ] of this joint proxy statement/prospectus.

***New Actavis ordinary shares received by means of a gift or inheritance could be subject to Irish capital acquisitions tax.***

Irish capital acquisitions tax ( CAT ) could apply to a gift or inheritance of New Actavis ordinary shares irrespective of the place of residence, ordinary residence or domicile of the parties. This is because New Actavis ordinary shares will be regarded as property situated in Ireland. The person who receives the gift or inheritance has primary liability for CAT. Gifts and inheritances passing between spouses are exempt from CAT. Children have a tax-free threshold of 225,000 in respect of taxable gifts or inheritances received from their parents. Warner Chilcott shareholders should be aware, however, that Warner Chilcott shares are also regarded as property situated in Ireland for CAT purposes and the same CAT considerations also currently apply to holders of Warner Chilcott shares. Please see *Certain Tax Consequences of the Transaction Irish Tax Considerations Capital Acquisitions Tax* beginning on page [ ] of this joint proxy statement/prospectus.

***It is recommended that each stockholder or shareholder consult his or her own tax advisor as to the tax consequences of holding shares in and receiving dividends from New Actavis.***

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF ACTAVIS**

Actavis is providing you with the following historical consolidated financial information to assist you in your analysis of the financial aspects of the merger and the acquisition. Actavis derived (i) the financial information as of and for the fiscal years ended December 31, 2008 through December 31, 2012 from its audited consolidated financial statements for the fiscal years then ended and (ii) the financial information as of and for the three months ended March 31, 2013 and 2012 from its unaudited condensed consolidated financial statements which include, in the opinion of Actavis' management, all normal and recurring adjustments that are considered necessary for the fair statement of the results for such interim periods and dates. The information set forth below is only a summary that you should read together with the historical audited consolidated financial statements of Actavis and the related notes, as well as the sections titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in the Current Report on Form 8-K filed with the SEC on June 17, 2013, and quarterly report on Form 10-Q for the three months ended March 31, 2013 that Actavis previously filed with the SEC and that are incorporated by reference into this joint proxy statement/prospectus. Historical results are not necessarily indicative of any results to be expected in the future. For more information, see the section entitled "Where You Can Find More Information" beginning on page [ ] of this joint proxy statement/prospectus.

(in millions, except per share amounts)	Three Months Ended March 31 (Unaudited),			Year Ended December 31,			
	2013	2012	2012(2)	2011	2010	2009(3)	2008
<b>Operating Highlights:</b>							
Net revenues	\$ 1,895.5	\$ 1,524.3	\$ 5,914.9	\$ 4,584.4	\$ 3,566.9	\$ 2,793.0	\$ 2,535.5
Operating income (loss)(1)	\$ (42.2)	\$ 116.9	\$ 320.8	\$ 536.2	\$ 305.4	\$ 383.9	\$ 358.2
Net income (loss)(1) attributable to common shareholders	\$ (102.8)	\$ 54.8	\$ 97.3	\$ 260.9	\$ 184.4	\$ 222.0	\$ 238.4
Basic earnings (loss) per share	\$ (0.79)	\$ 0.44	\$ 0.77	\$ 2.10	\$ 1.51	\$ 2.11	\$ 2.32
Diluted earnings (loss) per share	\$ (0.79)	\$ 0.43	\$ 0.76	\$ 2.06	\$ 1.48	\$ 1.96	\$ 2.09
<b>Weighted average shares outstanding:</b>							
Basic	130.2	125.3	125.8	124.5	122.4	105.0	102.8
Diluted	130.2	127.7	128.4	126.5	124.2	116.4	117.7

	At March 31 (Unaudited),			At December 31,			
	2013	2012	Revised 2012(2)	2011	2010	2009(3)	2008
<b>Balance Sheet Highlights:</b>							
Current assets	\$ 3,835.8	\$ 2,408.6	\$ 3,838.3	\$ 2,569.7	\$ 1,786.7	\$ 1,749.2	\$ 1,442.6
Working capital	\$ 900.9	\$ 830.0	\$ 1,089.0	\$ 730.2	\$ 978.7	\$ 721.6	\$ 976.4
Total assets	\$ 14,173.0	\$ 6,862.7	\$ 14,114.8	\$ 6,698.3	\$ 5,686.6	\$ 5,772.4	\$ 3,609.8
Total debt	\$ 6,421.5	\$ 1,352.8	\$ 6,433.3	\$ 1,033.0	\$ 1,016.1	\$ 1,457.8	\$ 877.9
Total equity	\$ 3,622.3	\$ 3,659.8	\$ 3,856.4	\$ 3,562.5	\$ 3,282.6	\$ 3,023.1	\$ 2,108.6

- (1) For discussion on comparability of operating income and net income, please refer to financial line item discussion in Actavis Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Actavis' Annual Report on Form 10-K for the year ended December 31, 2012 and Quarterly Report on Form 10-Q for the three months ended March 31, 2013.
- (2) On October 31, 2012, Watson Pharmaceuticals, Inc. completed the acquisition of Actavis Group. The acquisition was consummated for a cash payment of 4.2 billion, or approximately \$5.5 billion, and contingent consideration of up to 5.5 million newly issued shares of Actavis, Inc. common stock or under certain potential conditions, in cash. Actavis Group was privately held generic pharmaceutical company specializing in the development, manufacture and sale of generic pharmaceuticals. Actavis' financial statements included in this report do not include the financial results of the Actavis Group for any of the periods or at any of the dates presented prior to October 31, 2012. During the quarter ended March 31, 2013, further adjustments were made to the preliminary amounts recorded in the prior year in connection with the acquisition of the Actavis Group primarily related to working capital, intangible assets and deferred taxes. These adjustments are reflected in the revised 2012 balance sheet highlights.
- (3) On December 2, 2009, Watson Pharmaceuticals, Inc. acquired all the outstanding equity of the Arrow Group in exchange for cash consideration of \$1.05 billion, approximately 16.9 million shares of Restricted Common Stock of Actavis and 200,000 shares of Mandatorily Redeemable Preferred Stock of Actavis and certain contingent consideration. The fair value of the total consideration was approximately \$1.95 billion.



**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF WARNER CHILCOTT**

Warner Chilcott is providing you with the following historical consolidated financial information to assist you in your analysis of the financial aspects of the acquisition and the merger. Warner Chilcott derived (i) the financial information as of and for the fiscal years ended December 31, 2008 through December 31, 2012 from its historical audited consolidated financial statements and related notes for the fiscal years then ended and (ii) the financial information as of and for the three months ended March 31, 2013 and 2012 from its unaudited condensed consolidated financial statements and related notes which include, in the opinion of Warner Chilcott's management, all normal and recurring adjustments that are considered necessary for the fair statement of the results for such interim periods and dates. The information set forth below is only a summary that you should read together with the historical audited consolidated financial statements of Warner Chilcott and the related notes, as well as the sections titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in the annual report on Form 10-K for the year ended December 31, 2012 and quarterly report on Form 10-Q for the three months ended March 31, 2013 that Warner Chilcott previously filed with the SEC and that are incorporated by reference into this joint proxy statement/prospectus. Historical results are not necessarily indicative of any results to be expected in the future. For more information, see the section entitled "Where You Can Find More Information" beginning on page [ ] of this joint proxy statement/prospectus.

(in millions, except per share amounts)	(Unaudited) Three Months			Year Ended December 31,			
	Ended March 31, 2013(1)	2012(1)	2012(1)	2011(1)	2010(1)	2009(1)	2008
<b>Statement of Operations Data:</b>							
Total revenue	\$ 593	\$ 685	\$ 2,541	\$ 2,728	\$ 2,974	\$ 1,436	\$ 938
Costs and expenses:							
Cost of sales (excluding amortization and impairment of intangible assets)(2)	70	72	311	356	493	320	199
Selling, general and administrative(3)	179	198	745	924	1,090	436	193
Restructuring (income) / costs(4)	(1)	50	47	104			
Research and development	25	25	103	108	147	77	50
Amortization of intangible assets	110	130	498	596	653	312	224
Impairment of intangible assets(5)			106				163
(Gain) on sale of assets(6)						(393)	
Interest expense, net(7)(8)(9)(10)	65	62	236	340	284	125	93
Income before taxes	145	148	495	300	307	559	16
Provision for income taxes	32	35	92	129	136	45	24
Net income / (loss)	\$ 113	\$ 113	\$ 403	\$ 171	\$ 171	\$ 514	\$ (8)
<b>Per Share Data(11)(12)(13):</b>							
Earnings / (loss) per ordinary share basic	\$ 0.45	\$ 0.45	\$ 1.62	\$ 0.68	\$ 0.68	\$ 2.05	\$ (0.03)
Earnings / (loss) per ordinary share diluted	\$ 0.45	\$ 0.45	\$ 1.61	\$ 0.67	\$ 0.67	\$ 2.05	\$ (0.03)
Dividends per share(7)(10)(14)	\$	\$	\$ 4.25	\$	\$ 8.50	\$	\$
Weighted average shares outstanding basic	249.0	248.5	248.3	252.0	251.3	250.6	249.8
Weighted average shares outstanding diluted	251.2	250.6	250.5	254.3	253.9	251.2	249.8
<b>Balance Sheet Data (at period end):</b>							
Cash and cash equivalents	\$ 290	\$ 422	\$ 474	\$ 616	\$ 401	\$ 539	\$ 36
Total assets(2)(4)(5)(6)(7)(8)	3,930	4,660	4,218	5,030	5,652	6,054	2,583
Total debt(6)(7)(8)(9)(10)	3,682	3,488	3,975	3,863	4,679	3,039	963
Shareholders' (deficit) / equity(7)(10)(13)(14)	(486)	169	(600)	69	(66)	1,889	1,350

- (1) On October 30, 2009, Warner Chilcott acquired The Procter & Gamble Company's (P&G) global branded pharmaceuticals business (PGP) for \$2,919 million in cash and the assumption of certain liabilities (the PGP Acquisition). Under

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- the terms of the purchase agreement, Warner Chilcott acquired PGP's portfolio of branded pharmaceutical products, its prescription drug pipeline, its manufacturing facilities in Manati, Puerto Rico and Germany and a net receivable owed from P&G of approximately \$60 million. Warner Chilcott funded the PGP Acquisition with the proceeds of \$2,600 million of borrowings made on October 30, 2009 under senior secured credit facilities (the "Prior WC Senior Secured Credit Facilities") and cash on hand. The incurrence of such indebtedness impacted Warner Chilcott's interest expense during the years ended December 31, 2012, 2011, 2010 and 2009 and the quarters ended March 31, 2013 and 2012. The results of operations of PGP have been included in Warner Chilcott's consolidated statement of operations since October 30, 2009. Warner Chilcott measured the assets acquired and liabilities assumed at their fair values as of the date of the PGP Acquisition, which resulted in a significant increase to intangible assets. In addition, Warner Chilcott's cost of sales for the years ended December 31, 2010 and 2009 included charges of \$106 million and \$74 million, respectively, attributable to an acquisition accounting adjustment increasing the opening value of the inventories acquired in the PGP Acquisition, which were recorded as that inventory was sold during each respective period.
- (2) In April 2011, Warner Chilcott announced a plan to repurpose its Manati, Puerto Rico manufacturing facility. This facility now serves primarily as a warehouse and distribution center. As a result of the repurposing, Warner Chilcott recorded charges of \$23 million for the write-down of certain property, plant and equipment and severance costs of \$8 million in the year ended December 31, 2011. The expenses related to the Manati repurposing were recorded as a component of cost of sales.
  - (3) Warner Chilcott recorded a gain of \$20 million in the year ended December 31, 2012, as a reduction of selling, general and administrative expenses, based on the determination that it was no longer probable that the contingent milestone payments to Novartis Pharmaceuticals Corporation ("Novartis") in connection with Warner Chilcott's acquisition of the U.S. rights to ENABLEX from Novartis in 2010 (the "ENABLEX Acquisition") would be required to be paid.
  - (4) In April 2011, Warner Chilcott announced a plan to restructure its operations in Belgium, the Netherlands, France, Germany, Italy, Spain, Switzerland and the United Kingdom. The restructuring did not impact Warner Chilcott's operations at its headquarters in Dublin, Ireland, its facilities in Dundalk, Ireland, Larne, Northern Ireland or Weiterstadt, Germany or its commercial operations in the United Kingdom. Warner Chilcott determined to proceed with the restructuring following the completion of a strategic review of its operations in its Western European markets where its product ACTONEL lost exclusivity in late 2010. ACTONEL accounted for approximately 70% of Warner Chilcott's Western European revenues in the year ended December 31, 2010. In connection with the restructuring, Warner Chilcott moved to a wholesale distribution model in the affected jurisdictions to minimize operational costs going forward. The implementation of the restructuring plan impacted approximately 500 employees.
  - (5) During the year ended December 31, 2012, Warner Chilcott recorded a noncash impairment charge relating to its intangible assets of \$106 million, \$101 million of which was attributable to the impairment of its DORYX intangible asset following the April 30, 2012 decision of the U.S. District Court for the District of New Jersey holding that neither Mylan Pharmaceuticals Inc. ("Mylan") nor Impax Laboratories, Inc.'s proposed generic version of Warner Chilcott's DORYX 150 mg product infringed a patent covering such product, and Mylan's subsequent introduction of a generic product in early May 2012. During the year ended December 31, 2008, Warner Chilcott recorded a noncash impairment charge related to the OVCON/FEMCON FE product family intangible asset as its forecast of future cash flows declined compared to prior forecasts.
  - (6) On September 23, 2009, Warner Chilcott agreed to terminate its exclusive product licensing rights in the U.S. to distribute LEO Pharma A/S ("LEO") DOVONEX, TACLONEX and all other dermatology products in LEO's development pipeline, and sold the related assets to LEO, for \$1,000 million in cash (the "LEO Transaction"). The LEO Transaction resulted in a gain of \$393 million and resulted in reductions of goodwill and intangible assets of \$252 million and \$220 million, respectively. Warner Chilcott used a portion of the cash proceeds from the LEO Transaction to repay in full its then-outstanding senior secured credit facilities. In connection with the LEO Transaction, Warner Chilcott entered into a distribution agreement with LEO pursuant to which Warner Chilcott agreed to, among other things, continue to distribute DOVONEX and TACLONEX for LEO, for a distribution fee, through September 23, 2010. On June 30, 2010, LEO assumed responsibility for its own distribution services.
  - (7) On September 8, 2010, Warner Chilcott paid a special cash dividend of \$8.50 per share, or \$2,144 million in the aggregate to its shareholders (the "2010 Special Dividend"). At the time of the 2010 Special Dividend Warner Chilcott retained earnings were in a deficit position and consequently, the 2010 Special Dividend reduced its additional paid-in-capital from \$2,087 million to zero and increased its accumulated deficit by \$57 million. Warner



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- Chilcott funded the 2010 Special Dividend and paid related fees and expenses with the proceeds of \$1,500 million of additional term loans borrowed under the Prior WC Senior Secured Credit Facilities and the issuance of \$750 million aggregate principal amount of 7.75% senior notes due 2018 (the 7.75% Notes), in each case on August 20, 2012. The incurrence of such indebtedness impacted Warner Chilcott's interest expense during the years ended December 31, 2012, 2011 and 2010 and the quarters ended March 31, 2013 and 2012.
- (8) On October 18, 2010, Warner Chilcott acquired the U.S. rights to ENABLEX from Novartis for an upfront payment of \$400 million in cash at closing, plus potential future milestone payments of up to \$20 million in the aggregate, subject to the achievement of pre-defined 2011 and 2012 ENABLEX net sales thresholds. At the time of the ENABLEX Acquisition, \$420 million was recorded as a component of intangible assets and is being amortized on an accelerated basis over the period of the projected cash flows for the product. On September 29, 2010, Warner Chilcott issued an additional \$500 million aggregate principal amount of the 7.75% Notes in order to fund the ENABLEX Acquisition and for general corporate purposes. The incurrence of such indebtedness impacted Warner Chilcott's interest expense during the years ended December 31, 2012, 2011 and 2010 and the quarters ended March 31, 2013 and 2012.
- (9) On March 17, 2011, Warner Chilcott refinanced the Prior WC Senior Secured Credit Facilities and paid related fees and expenses and accrued interest with the proceeds of \$3,000 million of term loans borrowed under new senior secured credit facilities (the WC Senior Secured Credit Facilities), as well as approximately \$279 million of cash on hand. The refinancing had the effect of extending the maturity profile of Warner Chilcott's senior secured indebtedness and reducing certain LIBOR floors and interest margins, and impacted its interest expense during the years ended December 31, 2012 and 2011 and the quarters ended March 31, 2013 and 2012.
- (10) On September 10, 2012, Warner Chilcott paid a special cash dividend of \$4.00 per share, or \$1,002 million in the aggregate to its shareholders (the 2012 Special Dividend). At the time of the 2012 Special Dividend Warner Chilcott's retained earnings were in a deficit position and consequently, the 2012 Special Dividend reduced its additional paid-in-capital from \$63 million to zero and increased its accumulated deficit by \$939 million. Warner Chilcott funded the 2012 Special Dividend and paid related fees and expenses with the proceeds of \$600 million of additional term loans borrowed under the WC Senior Secured Credit Facilities on August 20, 2012 and cash on hand.
- (11) As part of Warner Chilcott redomestication from Bermuda to Ireland on August 20, 2009 (the Redomestication), each outstanding Class A common share, par value \$0.01 per share, of Warner Chilcott Limited was exchanged on a one-for-one basis for an ordinary share, par value \$0.01 per share, of Warner Chilcott. With respect to Warner Chilcott, references to ordinary shares refer to Warner Chilcott Limited's Class A common shares, par value \$0.01 per share, prior to the Redomestication and to Warner Chilcott's ordinary shares, par value \$0.01 per share, from and after the Redomestication.
- (12) Warner Chilcott was in a net loss position for the year ended December 31, 2008. The effect from the exercise of outstanding options and the vesting of restricted shares and their equivalents during the period would have been anti-dilutive. Accordingly, the effect of the shares issuable upon exercise of such options and the restricted shares and their equivalents have not been included in the calculation of diluted earnings per share for the year ended December 31, 2008.
- (13) In the years ended December 31, 2012 and 2011, Warner Chilcott redeemed 1.9 million ordinary shares (for an aggregate cost of \$32 million) and 3.7 million shares (for an aggregate cost of \$56 million), respectively, pursuant to Warner Chilcott's then-existing share redemption program. Following the settlement of such redemptions, Warner Chilcott cancelled all shares redeemed. As a result, Warner Chilcott recorded a decrease in ordinary shares at par value of \$0.01 per share, and its accumulated deficit/retained earnings was increased/decreased in the years ended December 31, 2012 and 2011, respectively.
- (14) On December 14, 2012, Warner Chilcott paid its first semi-annual cash dividend to its shareholders under its dividend policy announced in August 2012 in the amount of \$0.25 per share, or \$62 million in the aggregate. The semi-annual dividend reduced Warner Chilcott's additional paid-in-capital from \$5 million to zero as of November 30, 2012 and increased its accumulated deficit by \$57 million.

**Table of Contents****SELECTED UNAUDITED PRO FORMA FINANCIAL DATA**

The following selected unaudited pro forma financial data ( selected pro forma data ) give effect to the acquisition of Warner Chilcott by Actavis. The selected pro forma data have been prepared using the acquisition method of accounting under U.S. generally accepted accounting principles, under which the assets and liabilities of Warner Chilcott will be recorded by Actavis at their respective fair values as of the date the acquisition is completed. The selected Unaudited Pro Forma Condensed Combined Balance Sheet data as of March 31, 2013, gives effect to the transaction as if it had occurred on March 31, 2013. The selected Unaudited Pro Forma Condensed Combined Statements of Operations for the three months ended March 31, 2013 and the year ended December 31, 2012, give effect to New Actavis' results of operations as if the transaction had occurred on January 1, 2012.

The selected pro forma data have been derived from, and should be read in conjunction with, the more detailed unaudited pro forma condensed combined financial information ( pro forma statements ) of the combined company appearing elsewhere in this joint proxy statement/prospectus and the accompanying notes to the pro forma statements. In addition, the pro forma statements were based on, and should be read in conjunction with, the historical consolidated financial statements and related notes of both Actavis and Warner Chilcott for the applicable periods, which have been incorporated in this joint proxy statement/ prospectus by reference. See *Where You Can Find More Information* and *Unaudited Pro Forma Condensed Combined Financial Information* in this joint proxy statement/prospectus for additional information. The selected pro forma data have been presented for informational purposes only and are not necessarily indicative of what the combined company's financial position or results of operations actually would have been had the acquisition been completed as of the dates indicated. In addition, the selected pro forma data do not purport to project the future financial position or operating results of the combined company. Also, as explained in more detail in the accompanying notes to the pro forma statements, the preliminary fair values of assets acquired and liabilities assumed reflected in the selected pro forma data is subject to adjustment and may vary significantly from the fair values that will be recorded upon completion of the acquisition.

**Selected Unaudited Pro Forma Condensed Combined Statements of Operations**

	Three months ended March 31, 2013	Year ended December 31, 2012
(in millions except for per share data)	(Unaudited Pro Forma Combined)	
Net Revenues	\$ 2,483	\$ 10,555
Net loss attributable to common shareholders	\$ (34)	\$ (15)
Loss per common share - basic	\$ (0.20)	\$ (0.09)
Loss per common share - diluted	\$ (0.20)	\$ (0.09)
Weighted-average number of common shares outstanding - basic	172.1	167.7
Weighted-average number of common shares outstanding - diluted	172.1	167.7

**Selected Unaudited Pro Forma Condensed Combined Balance Sheet Data**

	As of March 31, 2013
(In millions)	(Unaudited Pro Forma Combined)
Total Assets	\$ 23,939
Long-term debt	\$ 9,477
Total equity	\$ 8,548

**Table of Contents****CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Statements contained in this joint proxy statement/prospectus and the documents incorporated into it by reference that refer to Actavis, Warner Chilcott and/or New Actavis estimated or anticipated future results or other nonhistorical facts are forward-looking statements that reflect Actavis, Warner Chilcott and/or New Actavis perspective of existing trends and information as of the date made. Forward-looking statements generally will be accompanied by words such as anticipate, believe, plan, could, should, estimate, expect, forecast, outlook, goal, may, might, will, possible, potential, predict, project, or other similar words, phrases or expressions. It is important to note that New Actavis goals and expectations are not predictions of actual performance. Actual results may differ materially from New Actavis current expectations depending upon a number of factors affecting Actavis business, Warner Chilcott's business and risks associated with acquisition transactions. These factors include, among others, the inherent uncertainty associated with financial projections; restructuring in connection with, and successful close of, the transaction; subsequent integration of Actavis and Warner Chilcott's businesses and the ability to recognize the anticipated synergies and benefits of the transaction; the receipt of required regulatory approvals for the transaction (including the approval of antitrust authorities necessary to complete the acquisition); the diversion of management time on transaction-related issues; the anticipated size of the markets and continued demand for Actavis and Warner Chilcott's products; the impact of competitive products and pricing; access to available financing (including financing for the acquisition) on a timely basis and on reasonable terms; maintaining a position in the Standard & Poor's 500; the risks of fluctuations in foreign currency exchange rates; the risks and uncertainties normally incident to the pharmaceutical industry, including product liability claims and the availability of product liability insurance; the difficulty of predicting the timing or outcome of pending or future litigation or government or regulatory investigations (including, without limitation, such matters disclosed in the periodic reports of Actavis and Warner Chilcott); periodic dependence on a small number of products for a material source of net revenue or income; variability of trade buying patterns; changes in generally accepted accounting principles; risks that the carrying values of assets may be negatively impacted by future events and circumstances; the timing and success of product launches; the difficulty of predicting the timing or outcome of product development efforts and regulatory agency approvals or actions, if any; market acceptance of and continued demand for Actavis and Warner Chilcott's products; costs and efforts to defend or enforce intellectual property rights; difficulties or delays in manufacturing; the availability and pricing of third party sourced products and materials; successful compliance with governmental regulations applicable to Actavis and Warner Chilcott's facilities, products and/or businesses; changes in the laws and regulations, affecting among other things, pricing and reimbursement of pharmaceutical products; changes in tax laws or interpretations that could increase Actavis consolidated tax liabilities; the loss of key senior management or scientific staff; delays in qualifying any manufacturing facilities that produce Actavis or Warner Chilcott's products, production or regulatory problems with either Actavis or Warner Chilcott's own manufacturing facilities or those of third party manufacturers, packagers or active pharmaceutical ingredient suppliers upon whom Actavis or Warner Chilcott may rely for some of their products or other disruptions within Actavis or Warner Chilcott's supply chain; the ability to manage the growth of Actavis or Warner Chilcott's businesses by successfully identifying, developing, acquiring or licensing new products at favorable prices and marketing such new products; and such other risks and uncertainties detailed in Warner Chilcott's and Actavis' periodic public filings with the SEC, including but not limited to Warner Chilcott's and Actavis' Annual Reports on form 10-K for the year ended December 31, 2012 and Actavis' Current Report on Form 8-K filed with the SEC on June 17, 2013, and from time to time in Warner Chilcott's and Actavis' other investor communications. Except as expressly required by law, New Actavis, Actavis and Warner Chilcott disclaim any intent or obligation to update or revise these forward-looking statements.

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**PART 1 THE TRANSACTION AND THE SPECIAL MEETINGS**

**THE SPECIAL MEETING OF ACTAVIS STOCKHOLDERS**

**Overview**

This joint proxy statement/prospectus is being provided to Actavis stockholders as part of a solicitation of proxies by the Actavis board of directors for use at the special meeting of Actavis stockholders and at any adjournments of such meeting. This joint proxy statement/prospectus is being furnished to Actavis stockholders on or about [ ], 2013. In addition, this joint proxy statement/prospectus constitutes a prospectus for New Actavis in connection with the issuance by New Actavis of ordinary shares to be delivered to Actavis stockholders in connection with the transaction. This joint proxy statement/prospectus provides Actavis stockholders with information they need to be able to vote or instruct their vote to be cast at the special meeting.

**Date, Time and Place of the Actavis Special Meeting**

Actavis will hold a special meeting of stockholders on [ ], 2013, at [ ] local time, at [ ].

**Attendance**

Only Actavis stockholders on the Actavis record date or persons holding a written proxy for any stockholder or account of Actavis as of the record date may attend the Actavis special meeting. Proof of stock ownership is necessary to attend. Registered Actavis stockholders who plan to attend the special meeting may obtain admission tickets at the registration desk prior to the special meeting. Actavis stockholders whose shares are registered in the name of a broker or bank may attend the special meeting by writing to the Corporate Secretary, Actavis, Inc., Morris Corporate Center III, 400 Interpace Parkway, Parsippany, New Jersey, 07054, or by bringing certification of ownership, such as a driver's license or passport and proof of ownership as of the Actavis record date to the Actavis special meeting. The use of cameras, cell phones, PDAs and recording equipment will be prohibited at the Actavis special meeting.

**Proposals**

At the special meeting, Actavis stockholders will vote upon proposals to:

approve the Transaction Agreement and the merger;

approve the creation of distributable reserves, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme;

approve, on a non-binding advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the transaction; and

adjourn the special meeting, or any adjournments thereof, to another time or place if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the Transaction Agreement, (ii) to provide to Actavis stockholders in advance of the special meeting any supplement or amendment to the joint proxy statement/prospectus and/or (iii) to disseminate any other information which is material to Actavis stockholders voting at the special meeting.

**Record Date; Outstanding Shares; Shares Entitled to Vote**

Only holders of Actavis common shares as of the close of business on [ ], 2013, the record date for the Actavis special meeting, will be entitled to notice of, and to vote at, the Actavis special meeting or any adjournments thereof. On the Actavis record date, there were [ ] Actavis common shares outstanding, held by [ ] holders of record. Each outstanding Actavis share is entitled to one vote on each proposal and any other matter

properly coming before the Actavis special meeting.

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### **Quorum**

The stockholders present in person or by proxy holding a majority of the outstanding stock entitled to vote will constitute a quorum for the transaction of business at the Actavis special meeting. Actavis' inspector of election intends to treat as present for these purposes stockholders who have submitted properly executed or transmitted proxies that are marked "abstain".

### **Vote Required; Recommendation of Actavis' Board of Directors**

#### ***Proposal to Approve the Transaction Agreement***

Actavis stockholders are considering and voting on a proposal to approve the Transaction Agreement and the merger. You should carefully read this joint proxy statement/prospectus in its entirety for more detailed information concerning the transaction. In particular, you are directed to the Transaction Agreement, which is attached as Annex A to this joint proxy statement/prospectus.

The approval of the Transaction Agreement requires the affirmative vote of holders of a majority of the Actavis common shares outstanding and entitled to vote on the Transaction Agreement proposal. **Because the vote required to approve this proposal is based upon the total number of outstanding Actavis common shares entitled to vote, abstentions and failures to vote will have the same effect as a vote against the Transaction Agreement proposal.**

The board of directors of Actavis recommends that you vote FOR the approval of the Transaction Agreement.

#### ***Proposal to Create Distributable Reserves of New Actavis***

Actavis stockholders are considering and voting on a proposal to reduce the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme. You should carefully read this joint proxy statement/prospectus in its entirety for more detailed information concerning the creation of distributable reserves. See *Creation of Distributable Reserves of New Actavis*.

Approval of the proposal to reduce all of the share premium of New Actavis and to create distributable reserves requires the affirmative vote of holders of a majority of the Actavis voting shares represented, in person or by proxy, at the special meeting. Because the vote required to approve this proposal is based upon the majority of the quorum, abstentions will have the same effect as a vote against this proposal. Approval of this proposal is not a condition to the completion of the transaction and whether or not this proposal is approved will have no impact on the completion of the transaction.

The board of directors of Actavis recommends that you vote FOR the proposal to create distributable reserves.

#### ***Proposal to Approve, on a Non-Binding Advisory Basis, Specified Compensatory Arrangements Between Actavis and its Named Executive Officers Relating to the Transaction***

Actavis stockholders are considering and voting on a proposal to approve, on a non-binding, advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the transaction.

Approval of the proposal to approve, on a non-binding advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Actavis' Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus requires the affirmative vote of holders of a majority of the Actavis voting shares represented, in person or by proxy, at the special meeting, although such vote will not be binding on Actavis. Because the vote required to approve this proposal is based upon the total number of Actavis voting shares represented in person or by proxy, abstentions will have the same effect as a vote against this proposal.

The board of directors of Actavis recommends that you vote FOR the proposal to approve, on a non-binding, advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the transaction.

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### ***Proposal to Adjourn the Special Meeting***

Actavis stockholders may be asked to vote on a proposal to adjourn the special meeting, or any adjournments thereof, if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the Transaction Agreement, (ii) to provide to Actavis stockholders any supplement or amendment to the joint proxy statement/prospectus and/or (iii) to disseminate any other information which is material to Actavis stockholders voting at the special meeting.

Approval of the Actavis adjournment proposal requires the affirmative vote of holders of a majority of the Actavis voting shares represented, in person or by proxy, at the special meeting, whether or not a quorum is present. Because the vote required to approve this proposal is based upon the total number of Actavis voting shares represented in person or by proxy, abstentions will have the same effect as a vote against this proposal.

The board of directors of Actavis recommends that you vote **FOR** the Actavis adjournment proposal.

### **Share Ownership and Voting by Actavis Officers and Directors**

As of the Actavis record date, the Actavis directors and executive officers had the right to vote approximately [ ] Actavis common shares, representing approximately [ ]% of the Actavis common shares then outstanding and entitled to vote at the meeting. It is expected that the Actavis directors and executive officers who are stockholders of Actavis will vote **FOR** the proposal to approve the Transaction Agreement and the merger, **FOR** the proposal to create distributable reserves of New Actavis, **FOR** the proposal to approve, on a non-binding advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Actavis Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus, and **FOR** the Actavis adjournment proposal, although none of them has entered into any agreement requiring them to do so.

### **Voting Your Shares**

Actavis stockholders may vote in person at the special meeting or by proxy. Actavis recommends that you submit your proxy even if you plan to attend the special meeting. If you vote by proxy, you may change your vote, among other ways, if you attend and vote at the special meeting.

If you own shares in your own name, you are considered, with respect to those shares, the stockholder of record. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name.

If you are an Actavis stockholder of record you may use the enclosed proxy card(s) to tell the persons named as proxies how to vote your shares. If you properly complete, sign and date your proxy card(s), your shares will be voted in accordance with your instructions. The named proxies will vote all shares at the meeting for which proxies have been properly submitted and not revoked. If you sign and return your proxy card(s) but do not mark your card(s) to tell the proxies how to vote, your shares will be voted **FOR** the proposals to approve the Transaction Agreement, to create distributable reserves of New Actavis, to approve the advisory proposal regarding the specified compensatory arrangements between Actavis and its named executive officers relating to the transaction and to adjourn the special meeting.

Actavis stockholders may also vote over the Internet at [ ] or by telephone at [ ] by close of business on the day immediately preceding the Actavis special meeting. Voting instructions are printed on the proxy card or voting information form you received. Either method of submitting a proxy will enable your shares to be represented and voted at the special meeting.

### **Voting Shares Held in Street Name**

If your shares are held in an account through a broker, bank or other nominee, you must instruct the broker, bank or other nominee how to vote your shares by following the instructions that the broker, bank or other nominee provides you along with this joint proxy statement/prospectus. Your broker, bank or other nominee may have an earlier deadline by which you must provide instructions to it as to how to vote your shares, so you should read carefully the materials provided to you by your broker, bank or other nominee.

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If you do not provide voting instructions to your bank, broker or other nominee, your shares will not be voted on any proposal on which your bank, broker or other nominee does not have discretionary authority to vote. In these cases, the bank, broker or other nominee will not be able to vote your shares on those matters for which specific authorization is required. Brokers do not have discretionary authority to vote on any of the proposals.

Broker non-votes are shares held by a broker, bank or other nominee that are present in person or represented by proxy at the special meeting, but with respect to which the broker, bank or other nominee is not instructed by the beneficial owner of such shares how to vote on a particular proposal and the broker does not have discretionary voting power on such proposal. Because brokers, banks and other nominees do not have discretionary voting with respect to any of the proposals, if a beneficial owner of Actavis common shares held in street name does not give voting instructions to the broker, bank or other nominee for any proposal, then those shares will not be present in person or represented by proxy at the special meetings. As a result, it is expected that there will not be any broker non-votes in connection with any of the proposals.

### **Revoking Your Proxy**

If you are an Actavis stockholder of record, you may revoke your proxy at any time before it is voted at the special meeting by:

delivering a written revocation letter to the Secretary of Actavis;

submitting your voting instructions again by telephone or over the Internet;

signing and returning by mail a proxy card with a later date so that it is received prior to the special meeting; or

attending the special meeting and voting by ballot in person.

Attendance at the special meeting will not, in and of itself, revoke a proxy.

If your shares are held in street name by a bank, broker or other nominee, you should follow the instructions of your bank, broker or other nominee regarding the revocation of proxies.

### **Costs of Solicitation**

Actavis will bear the cost of soliciting proxies from its stockholders, except that the costs associated with the filing, printing, publication and mailing of this joint proxy statement/prospectus to both Warner Chilcott's stockholders and Actavis' stockholders will be borne and discharged one half by Warner Chilcott and one half by Actavis.

Actavis will solicit proxies by mail. In addition, the directors, officers and employees of Actavis may solicit proxies from its stockholders by telephone, electronic communication, or in person, but will not receive any additional compensation for their services. Actavis will make arrangements with brokerage houses and other custodians, nominees, and fiduciaries for forwarding proxy solicitation material to the beneficial owners of Actavis common shares held of record by those persons and will reimburse them for their reasonable out-of-pocket expenses incurred in forwarding such proxy solicitation materials.

Actavis has engaged a professional proxy solicitation firm, MacKenzie Partners Inc., 105 Madison Avenue, New York, New York 10016, to assist in soliciting proxies for a fee of \$[ ]. In addition, Actavis will reimburse Mackenzie Partners Inc. for its reasonable disbursements.

**Actavis stockholders should not send in their stock certificates with their proxy cards.**

As described on page [ ] of this joint proxy statement/prospectus, Actavis stockholders will be sent materials for exchanging Actavis common shares shortly after the effective time.

### **Other Business**



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Actavis is not aware of any other business to be acted upon at the special meeting. If, however, other matters are properly brought before the special meeting, the proxies will have discretion to vote or act on those matters according to their best judgment and they intend to vote the shares as the Actavis board of directors may recommend.

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**Assistance**

If you need assistance in completing your proxy card or have questions regarding Actavis' special meeting, please contact MacKenzie Partners Inc., the proxy solicitation agent for Actavis, by mail at 105 Madison Avenue, New York, New York 10016. Banks and brokers call collect: (212) 929-5500; all others call toll free: (800) 322-2885.

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**THE SPECIAL MEETINGS OF WARNER CHILCOTT S SHAREHOLDERS**

**Overview**

This joint proxy statement/prospectus is being provided to Warner Chilcott shareholders as part of a solicitation of proxies by the Warner Chilcott board of directors for use at the special meetings of Warner Chilcott shareholders and at any adjournments of such meetings. This joint proxy statement/prospectus is being furnished to Warner Chilcott shareholders on or about [ ], 2013. This joint proxy statement/prospectus provides Warner Chilcott shareholders with information they need to be able to vote or instruct their vote to be cast at the special meetings.

**Date, Time & Place of the Warner Chilcott Special Meetings**

Warner Chilcott will convene a special court-ordered meeting of shareholders on [ ], 2013, at [ ] local time, at [ ]. Warner Chilcott will convene an extraordinary general meeting of shareholders on [ ], 2013 at [ ] local time, at the same location, or, if later, as soon as possible after the conclusion or adjournment of the Court Meeting.

**Attendance**

Attendance at the Court Meeting and the EGM is limited to Warner Chilcott shareholders on the Warner Chilcott record date. Please indicate on the enclosed proxy cards if you plan to attend the Warner Chilcott special meetings. If your shares are held through a bank, broker or other nominee and you would like to attend, you will need to bring to the meeting a proxy or letter from the bank, broker or other nominee confirming beneficial ownership of the Warner Chilcott shares as of the Warner Chilcott record date for the meetings. Any beneficial holder who plans to vote at either meeting must obtain a legal proxy, executed in their favor, from the holder of record, and should contact their bank, broker or other nominee for instructions on how to obtain a legal proxy. Each Warner Chilcott shareholder will be asked to provide a valid government-issued photo identification, such as a driver's license or passport, and proof of ownership as of the Warner Chilcott record date. The use of cell phones, smartphones, pagers, recording and photographic equipment will not be permitted in the meeting rooms.

**Proposals**

**Warner Chilcott Court Meeting:** Warner Chilcott shareholders (other than Actavis or any of its affiliates) are being asked to consider and vote on a proposal at the Court Meeting to approve the scheme of arrangement.

**Warner Chilcott EGM:** Warner Chilcott shareholders are also being asked to consider and vote on a proposal at the Warner Chilcott EGM to approve the scheme of arrangement, in addition to certain other proposals as set forth in the EGM resolutions described below.

The first three EGM resolutions relate to the approval of the scheme of arrangement and of actions required to be taken in connection with the scheme specifically, both the cancellation of the shares of Warner Chilcott that are not already owned by New Actavis or its affiliates and the subsequent allotment and issuance of new shares of Warner Chilcott to New Actavis in exchange for the scheme consideration. The fourth EGM resolution also relates to the scheme of arrangement and would ensure that the holders of any ordinary shares of Warner Chilcott issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Actavis for the scheme consideration. The merger and the acquisition are conditioned on approval of EGM resolutions 1 through 4.

*EGM Resolution #1:* To approve the scheme of arrangement and authorize the directors of Warner Chilcott to take all such actions as they consider necessary or appropriate for carrying the scheme of arrangement into effect.

*EGM Resolution #2:* To approve the cancellation of any Warner Chilcott ordinary shares in issue prior to 10:00 p.m., Irish time, on the day before the Irish High Court hearing to sanction the scheme.

*EGM Resolution #3:* To authorize the directors of Warner Chilcott to allot and issue new Warner Chilcott shares, fully paid up, to New Actavis in connection with effecting the scheme.

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*EGM Resolution #4:* To amend the articles of association of Warner Chilcott so that any ordinary shares of Warner Chilcott that are issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Actavis for the scheme consideration.

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The merger and the acquisition are not conditioned on approval of the remaining EGM resolutions. The fifth EGM resolution relates to the creation of distributable reserves of New Actavis, which are required under Irish law in order for New Actavis to be able to pay dividends and repurchase or redeem shares after the transaction.

*EGM Resolution #5:* To approve the creation of distributable reserves, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme.

Warner Chilcott shareholders are also being asked to vote on the following proposals at the EGM:

*EGM Resolution #6:* To approve, on a non-binding advisory basis, specified compensatory arrangements between Warner Chilcott and its named executive officers relating to the transaction as disclosed in the section of this joint proxy statement/prospectus captioned *The Transaction Interests of Certain Persons in the Transaction Warner Chilcott Golden Parachute Compensation* beginning on page [ ] of this joint proxy statement/prospectus.

*EGM Resolution #7:* To adjourn the Warner Chilcott EGM, or any adjournments thereof, to solicit additional proxies if there are insufficient proxies at the time of the EGM to approve the scheme of arrangement or resolutions 2 through 6.

### **Record Date; Outstanding Ordinary Shares; Ordinary Shares Entitled to Vote**

Only holders of Warner Chilcott ordinary shares as of the close of business on [ ], 2013, the record date for the Warner Chilcott special meetings, will be entitled to notice of, and to vote at the Warner Chilcott special meetings or any adjournments thereof. On the Warner Chilcott record date, there were [ ] Warner Chilcott ordinary shares outstanding, held by [ ] holders of record. Each outstanding Warner Chilcott ordinary share (other than those held by Actavis or any of its affiliates) is entitled to one vote on each proposal and any other matter properly coming before the Warner Chilcott special meetings.

### **Quorum**

The holders of a majority of the Warner Chilcott ordinary shares outstanding and entitled to vote will constitute a quorum for each of the Warner Chilcott special meetings. Abstentions are considered present for purposes of determining a quorum.

### **Ordinary Share Ownership and Voting by Warner Chilcott's Directors and Officers**

As of the Warner Chilcott record date, the Warner Chilcott directors and executive officers had the right to vote approximately [ ] shares of the then-outstanding Warner Chilcott ordinary shares at the special meetings, representing approximately [ ]% of the Warner Chilcott shares then outstanding and entitled to vote at the Court Meeting and approximately [ ]% of the Warner Chilcott ordinary shares then outstanding and entitled to vote at the EGM. The Warner Chilcott directors and executive officers who are shareholders of Warner Chilcott intend to vote FOR the scheme of arrangement at the Court Meeting, FOR the scheme of arrangement at the EGM, FOR the cancellation of any Warner Chilcott ordinary shares in issue before 10:00 pm., Irish time, on the day before the Irish High Court hearing to sanction the scheme, FOR the authorization of the directors of Warner Chilcott to allot and issue new Warner Chilcott shares, fully paid up, to New Actavis in connection with effecting the scheme, FOR amendment of the articles of association of Warner Chilcott so that any ordinary shares of Warner Chilcott that are issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Actavis for the scheme consideration, FOR the proposal to approve the creation of distributable reserves, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme, FOR the approval, on a non-binding advisory basis of specified compensatory arrangements between Warner Chilcott and its named executive officers and FOR the Warner Chilcott EGM adjournment proposal, although none of them has entered into any agreement requiring them to do so.

**Table of Contents****Vote Required; Recommendation of Warner Chilcott's Board of Directors*****Warner Chilcott Court Meeting***

*Proposal to approve the scheme of arrangement:* Warner Chilcott shareholders are being asked to vote on a proposal to approve the scheme at both the Warner Chilcott Court Meeting and at the Warner Chilcott EGM. The vote required for such proposal is different at each of the meetings, however. As set out in full under the section entitled *Part 2 Explanatory Statement Consents and Meetings*, the approval required at the special court-ordered meeting is a majority in number of the Warner Chilcott shareholders of record casting votes on the proposal representing three-fourths (75 percent) or more in value of the Warner Chilcott ordinary shares held by such holders, present and voting either in person or by proxy.

Because the vote required to approve the proposal at the Warner Chilcott Court Meeting is based on votes properly cast at the meeting, and because abstentions are not considered votes properly cast, abstentions, along with failures to vote, will have no effect on such proposal.

The merger and the acquisition are conditioned on approval of the scheme at the Warner Chilcott Court Meeting.

**The Warner Chilcott board of directors recommends that Warner Chilcott shareholders vote **FOR** the proposal to approve the scheme of arrangement at the Court Meeting.**

In considering the recommendation of the board of directors of Warner Chilcott, you should be aware that certain directors and executive officers of Warner Chilcott will have interests in the proposed transaction that may be different from, or in addition to, those interests of Warner Chilcott's shareholders generally. See *The Transaction Interests of Certain Persons in the Transaction Warner Chilcott* beginning on page [ ] of this joint proxy statement/prospectus.

***Warner Chilcott EGM***

Set forth below is a table summarizing certain information with respect to the EGM Resolutions:

<b>EGM Resolution #</b>	<b>Resolution</b>	<b>Ordinary or Special Resolution?</b>	<b>Transaction Conditioned on Approval of Resolution?</b>
1	Approve the scheme of arrangement and authorize the directors of Warner Chilcott to take all such actions as they consider necessary or appropriate for carrying the scheme of arrangement into effect.	Ordinary	Yes
2	Approve the cancellation of any Warner Chilcott ordinary shares in issue before 10:00 p.m., Irish time, on the day before the Irish High Court hearing to sanction the scheme.	Special	Yes
3	Authorize the directors of Warner Chilcott to allot and issue new Warner Chilcott shares, fully paid up, to New Actavis in connection with effecting the scheme.	Ordinary	Yes
4	Amend the articles of association of Warner Chilcott so that any ordinary shares of Warner Chilcott that are issued at or after 10:00 p.m., Irish time, on the last business day before the scheme becomes effective are acquired by New Actavis for the scheme consideration.	Special	Yes
5	Approve the creation of distributable reserves, by reducing all of the share premium of New Actavis resulting from the issuance of New Actavis ordinary shares pursuant to the scheme.	Ordinary	No
6	Approve, on a non-binding advisory basis, specified compensatory arrangements between Warner Chilcott and its named executive officers relating to the transaction.	Ordinary	No
7	Approve the Warner Chilcott EGM adjournment proposal.	Ordinary	No

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At the Warner Chilcott EGM, the requisite approval of each of the EGM resolutions depends on whether it is an ordinary resolution (EGM resolutions 1, 3, 5, 6 and 7), which requires the approval of the holders of at least a majority of the votes cast by the holders of Warner Chilcott ordinary shares present and voting, either in person or by proxy, or a special resolution (EGM resolutions 2 and 4), which requires the approval of the holders of at least 75 percent of the votes cast by the holders of Warner Chilcott ordinary shares present and voting, either in person or by proxy.

For all the EGM resolutions, because the votes required to approve such resolutions are based on votes properly cast at the meeting, and because abstentions are not considered votes properly cast, abstentions, along with failures to vote, will have no effect on the EGM resolutions.

**The Warner Chilcott board of directors recommends that Warner Chilcott shareholders vote FOR the proposals to approve each of the EGM resolutions.**

In considering the recommendations of the board of directors of Warner Chilcott described above, you should be aware that certain directors and executive officers of Warner Chilcott will have interests in the proposed transaction in addition to interests they might have as shareholders. See *The Transaction Interests of Certain Persons in the Transaction Warner Chilcott*.

### **Voting Your Ordinary Shares**

Warner Chilcott shareholders may vote by proxy or in person at the special meetings. Warner Chilcott recommends that you submit your proxy even if you plan to attend the special meetings. If you vote by proxy, you may change your vote, among other ways, if you attend and vote at the special meetings.

If you own shares in your own name, you are considered, with respect to those shares, the shareholder of record. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name.

If you properly complete, sign, date and return your proxy card(s), your shares will be voted in accordance with your instructions. The named proxies will vote all shares at the meeting for which proxies have been properly submitted and not revoked. If you sign and return your proxy card(s) appointing the Chairman as your proxy but do not mark your card(s) to tell the proxy how to vote on a voting item, your shares will be voted with respect to such item in accordance with the recommendations of the Warner Chilcott board of directors.

Warner Chilcott shareholders of record may also vote over the Internet at [www.proxyvote.com](http://www.proxyvote.com) or by telephone at 1-800-690-6903 anytime up to 11:59 p.m. (Eastern Time in the U.S.) on [ ], 2013. Voting instructions are printed on the proxy cards or voting information form you received. Either method of submitting a proxy will enable your shares to be represented and voted at the special meetings.

### **Voting Ordinary Shares Held in Street Name**

If your shares are held in an account through a bank, broker or other nominee, you must instruct the bank, broker or other nominee how to vote your shares by following the instructions that the bank, broker or other nominee provides you along with this joint proxy statement/prospectus. Your bank, broker or other nominee, as applicable, may have an earlier deadline by which you must provide instructions to it as to how to vote your shares, so you should read carefully the materials provided to you by your bank, broker or other nominee. You may be eligible to submit such instructions electronically or by telephone.

If you do not provide a signed voting instruction form (or otherwise submit your voting instructions in accordance with the procedures specified by your bank, broker or other nominee) to your bank, broker or other nominee, your shares will not be voted on any proposal on which the bank, broker or other nominee does not have discretionary authority to vote. Banks, brokers and other nominees do not have discretionary voting with respect to any of the proposals. Accordingly, if you fail to provide a signed voting instruction form (or otherwise submit your voting instructions in accordance with the procedures specified by your bank, broker or other nominee) to your bank, broker or other nominee, your shares held through such bank, broker or other nominee will not be voted.

Broker non-votes are shares held by a broker, bank or other nominee that are present in person or represented by proxy at the special meeting, but with respect to which the broker, bank or other nominee is not instructed by the beneficial owner of such shares how to vote on a particular proposal and the broker does not have discretionary voting power on such proposal. Because brokers, banks and other nominees do not have discretionary voting with respect to any of the proposals, if a beneficial owner of Warner Chilcott ordinary shares held in street name does not give voting instructions to the broker, bank or other nominee, then those shares will not be present in person or represented by proxy at the special meetings. As a result, it is expected that there will not be any broker non-votes in connection with any of the proposals.





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### **Revoking Your Proxy**

If you are a Warner Chilcott shareholder of record, you may revoke your proxy at any time before it is voted at a Warner Chilcott special meeting by:

timely delivering a valid later-dated proxy by mail;

before the relevant Warner Chilcott special meeting, providing written notice that you have revoked your proxy to the secretary of Warner Chilcott so that it is received prior to midnight on [ ], 2013 at the following address:

Warner Chilcott Public Limited Company

1 Grand Canal Square

Docklands

Dublin 2, Ireland

Attention: Corporate Secretary

timely submitting revised voting instructions by telephone or over the Internet by following the instructions set forth on the proxy card; or

attending the relevant Warner Chilcott special meeting and voting by ballot in person.

Attendance at a Warner Chilcott special meeting will not, in and of itself, revoke a proxy.

If your shares are held in street name by a bank, broker or other nominee, you should follow the instructions of your bank, broker or other nominee regarding the revocation of proxies.

### **Costs of Solicitation**

Warner Chilcott will bear the cost of soliciting proxies from its shareholders, except that the costs associated with the filing, printing, publication and mailing of this joint proxy statement/prospectus to both Warner Chilcott's shareholders and Actavis stockholders will be borne and discharged one half by Warner Chilcott and one half by Actavis.

Warner Chilcott will solicit proxies by mail. In addition, the directors, officers and employees of Warner Chilcott may solicit proxies from its shareholders by telephone, electronic communication, or in person, but will not receive any additional compensation for their services. Warner Chilcott will make arrangements with brokerage houses and other custodians, nominees and fiduciaries for forwarding proxy solicitation material to the beneficial owners of Warner Chilcott ordinary shares held of record by those persons and will reimburse them for their reasonable out-of-pocket expenses incurred in forwarding such proxy solicitation materials.

Warner Chilcott has retained Georgeson Inc. to assist in the solicitation of proxies for a fee of approximately \$25,000, and will reimburse Georgeson Inc. for its reasonable out-of-pocket expenses. Certain of Warner Chilcott's directors, officers and employees may participate in the solicitation of proxies without additional compensation.

### **Other Business**

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Management of Warner Chilcott does not know of any other matters to be brought before the special meetings except those set forth in the notice thereof. If other business is properly presented for consideration at the special meetings, it is intended that the proxies will be voted by the persons named therein in accordance with their judgment on such matters.

### **Adjournment; Postponement**

Any adjournment or postponement of the Court Meeting will result in an adjournment or postponement, as applicable, of the EGM.

### **Assistance**

If you need assistance in completing your proxy card or have questions regarding Warner Chilcott's special meetings, please contact Georgeson Inc., the proxy solicitation agent for Warner Chilcott, by mail at 480 Washington Boulevard, 26<sup>th</sup> Floor, Jersey City, NJ 07310 or by telephone at (888) 680-1528 (toll free).

**Table of Contents****THE TRANSACTION****The Merger and the Acquisition**

On May 19, 2013, Actavis, Warner Chilcott, New Actavis, IrSub, U.S. Holdco and MergerSub entered into the Transaction Agreement.

Subject to the terms and conditions of the Transaction Agreement, New Actavis will acquire Warner Chilcott by means of a scheme of arrangement, as described in this joint proxy statement/prospectus. A scheme or a scheme of arrangement is an Irish statutory procedure pursuant to the Companies Act 1963 under which the Irish High Court may approve, and thus bind, a company to an arrangement with some or all of its shareholders. The scheme of arrangement will be subject to the subsequent sanction of the Irish High Court. In the context of the acquisition, the scheme involves the cancellation of all of the shares of Warner Chilcott which are not already owned by New Actavis or any of its affiliates, and the payment by New Actavis to the applicable shareholders in consideration of that cancellation. New shares of Warner Chilcott are then issued directly to New Actavis. At the effective time, the holders of Warner Chilcott ordinary shares issued and outstanding immediately prior to the completion of the transaction (other than those held by Actavis or any of its affiliates) will be entitled to receive 0.160 of a New Actavis ordinary share for each such Warner Chilcott ordinary share. Each New Actavis ordinary share will be issued in accordance with, and subject to the rights and obligations of, the memorandum and articles of association of New Actavis, which are expected to be amended and restated prior to the effective time in the form attached hereto as Annex D. For a comparison of the rights and privileges of a holder of shares of New Actavis as compared to a holder of shares of Actavis or Warner Chilcott, please see *Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares* and *Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares* beginning on pages [ ] and [ ], respectively, of this joint proxy statement/prospectus. As a result of the transaction, based on the number of outstanding shares of Actavis and Warner Chilcott as of [ ], former Warner Chilcott shareholders are expected to hold approximately 23% of the New Actavis ordinary shares after giving effect to the acquisition and the merger.

Simultaneously with and conditioned upon the concurrent consummation of the scheme, MergerSub, a wholly owned indirect subsidiary of New Actavis, will merge with and into Actavis, the separate corporate existence of MergerSub will cease and Actavis will continue as the surviving corporation. Pursuant to the Transaction Agreement, each outstanding Actavis common share will be cancelled and automatically converted into the right to receive one New Actavis ordinary share from New Actavis. Each New Actavis ordinary share will be issued in accordance with, and subject to the rights and obligations of, the memorandum and articles of association of New Actavis, which are expected to be amended and restated prior to the effective time in the form attached hereto as Annex D. For a comparison of the rights and privileges of a holder of shares of New Actavis as compared to a holder of shares of Actavis or Warner Chilcott, please see *Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares* and *Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares* beginning on pages [ ] and [ ], respectively, of this joint proxy statement/prospectus. Based on the number of outstanding shares of Actavis and Warner Chilcott as of [ ], former Actavis stockholders are expected to hold approximately 77% of the New Actavis ordinary shares after giving effect to the acquisition and the merger.

As a result of the transaction, both Actavis and Warner Chilcott will become wholly owned subsidiaries of New Actavis, whose ordinary shares are expected to be listed for trading on the NYSE under the ticker symbol ACT.

Actavis reserves the right, subject to the prior written approval of the Panel, to effect the acquisition by way of a takeover offer, as an alternative to the scheme, in the circumstances described in and subject to the terms of the Transaction Agreement. In such event, such takeover offer will be implemented on terms and conditions that are at least as favorable to Warner Chilcott shareholders (except for an acceptance condition set at 80 percent of the nominal value of the Warner Chilcott shares to which such offer relates and which are not already beneficially owned by Actavis) as those which would apply in relation to the scheme, among other requirements.

**Background of the Transaction**

As part of the ongoing evaluation of each of Warner Chilcott's and Actavis' business, members of Warner Chilcott's senior management and board of directors, and Actavis' senior management and board of directors, respectively, periodically review and assess the operations and financial performance of their respective companies, as well as industry conditions and related regulatory developments as they may each impact their respective companies' long-term strategic goals and plans, including the consideration of potential opportunities for business combinations, acquisitions, and other financial and strategic alternatives. As part of this ongoing evaluation process, from time to time representatives of Warner Chilcott and Actavis had discussed each other's businesses and potential opportunities to explore business combinations.

In early 2012, Warner Chilcott initiated a process to explore a broad range of potential strategic alternatives to enhance shareholder value, and engaged in preliminary discussions with twelve potential offerors, including Actavis. Warner Chilcott publicly announced this strategic review process on April 30, 2012. In connection with such process (which occurred prior to Warner Chilcott's declaration of the special

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cash dividend and semi-annual dividends described below), Warner Chilcott received two preliminary, non-binding indications of interest in acquiring Warner Chilcott (neither of which were made by Actavis) for prices ranging from \$20.00 to \$22.50 per share and \$22.00 to \$24.00 per share, respectively. However, this process did not result in any business combination transaction; rather, in August 2012, Warner Chilcott announced a number of strategic initiatives intended to enhance shareholder value, namely a special dividend transaction pursuant to which Warner Chilcott declared a special cash dividend of \$4.00 per share, the adoption of a new dividend policy pursuant to which Warner Chilcott has declared two regular semi-annual dividends of \$0.25 per share, and the renewal of its share redemption program.

From time to time, Actavis has considered strategic transactions. During the months of April and May 2013, it was presented with certain strategic opportunities and engaged in preliminary discussions with third parties. The board of directors of Actavis ultimately determined those strategic alternatives were not in the best interests of its shareholders.

On May 3, 2013, in response to an earlier telephone call from Roger M. Boissonneault, the President and Chief Executive Officer and a Director of Warner Chilcott, Paul M. Bisaro, the President and Chief Executive Officer and a Director of Actavis, had a phone conversation with Mr. Boissonneault during which they discussed, among other things, the companies' respective businesses and a possible acquisition of Warner Chilcott by Actavis, although no specific transaction terms were discussed.

On May 3 and May 4, 2013, Mr. Boissonneault and Paul Herendeen, the Executive Vice President and Chief Financial Officer and a director of Warner Chilcott, reported this conversation to other members of Warner Chilcott's board of directors in advance of the next regularly scheduled board meeting scheduled for May 7, 2013.

On May 4 and May 5, 2013, representatives of Actavis and Warner Chilcott, including their respective financial and legal advisors, engaged in preliminary discussions regarding the potential strategic synergies that might result from the combination of the two companies and instructed their respective advisors to explore potential transaction structures, including a stock-for-stock acquisition of Warner Chilcott by Actavis. The parties did not discuss a proposed exchange ratio for the transaction at that time. The parties also began exchanging high-level financial and business information pursuant to an existing confidentiality agreement that had been previously entered into between the parties in connection with Warner Chilcott's exploration of strategic alternatives in early 2012.

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On May 5, 2013, Mr. Bisaro met with Mr. Boissonneault to discuss preliminary issues with respect to a potential transaction. Mr. Bisaro did not propose an exchange ratio or other economic terms of an acquisition proposal at that time. Later that day, representatives of Warner Chilcott and Actavis held a conference call to discuss potential synergies from a transaction.

On May 7, 2013, at a regularly-scheduled meeting of Warner Chilcott's board of directors at which all directors were present, the board discussed, among other topics, Actavis' interest in exploring a potential transaction with Warner Chilcott. At that meeting, Warner Chilcott's board of directors authorized senior management to continue its preliminary discussions with Actavis in order to assess the feasibility and merits of a potential transaction.

On May 8, 2013, during a meeting of the Actavis board of directors scheduled in conjunction with Actavis' annual meeting of stockholders, the board discussed, among other topics, the attractiveness of a potential acquisition of Warner Chilcott. The board reviewed a financial overview of Warner Chilcott prepared by management and discussed certain assumptions regarding a potential acquisition. At that meeting, Actavis' board of directors authorized senior management to continue exploratory discussions with Warner Chilcott in order to assess the feasibility and merits of a potential transaction.

On May 9, 2013, Mr. Bisaro informed Mr. Boissoneault that the Actavis board of directors supported further exploration of a potential transaction with Warner Chilcott. Neither individual proposed an exchange ratio or other economic terms of an acquisition proposal at that time. Subsequently, representatives of Warner Chilcott and Actavis and their respective legal and financial advisors engaged in additional discussions and exchanged financial and business information.

On May 10, 2013, Bloomberg reported that Actavis was in early talks to acquire Warner Chilcott. Shortly thereafter, and as required by the Irish Takeover Rules, Warner Chilcott released an announcement confirming that it was engaged in preliminary discussions with Actavis regarding a potential business combination transaction. Actavis also released a statement confirming the preliminary discussions. Warner Chilcott's and Actavis' stock prices closed up 16.4% and 11.4%, respectively, from their volume-weighted average trading prices for the period from market open on May 10 until the Bloomberg story was published later that day.

Also on May 10, 2013, Warner Chilcott and Actavis, together with their respective legal and financial advisors, commenced in-depth business, legal and financial due diligence.

On May 11, 2013, Warner Chilcott provided Actavis access to an electronic data room containing certain non-public information regarding Warner Chilcott's business and operations. During the next several days, Warner Chilcott supplied Actavis and its representatives with extensive due diligence information regarding Warner Chilcott, and Warner Chilcott engaged in extensive reverse due diligence of Actavis. Members of senior management and other representatives of both parties also engaged in several in-person and telephonic discussions, including in-person management meetings on May 14 and May 15, 2013, in Parsippany, New Jersey, and multiple follow-up diligence and reverse diligence calls on individual topics.

On May 13, 2013, Actavis' board of directors held a special telephonic meeting at which Actavis' management updated the Actavis board on discussions with, and their preliminary due

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diligence review of, Warner Chilcott. Actavis' board of directors discussed the pro forma ownership of a combined company that would be represented by various illustrative exchange ratios and provided guidance to Actavis management on a potentially acceptable range of exchange ratios. At the conclusion of that meeting, Actavis' board of directors authorized senior management to continue discussions with, and proceed with the due diligence review of, Warner Chilcott.

On May 13, 2013, Messrs. Boissoneault, Bisaro, Herendeen and Sigurdur Olafsson, Actavis' President, Global Generics, met to discuss preliminary issues regarding a potential transaction. Later that day, Mr. Bisaro indicated to Mr. Boissoneault during a telephonic conversation that Actavis would be interested in pursuing an acquisition of Warner Chilcott pursuant to a so-called "double dummy" structure (*i.e.*, involving the acquisition of both Actavis and Warner Chilcott by New Actavis, an Irish holding company) at a fixed exchange ratio of 0.1373 of a New Actavis ordinary share for each Warner Chilcott ordinary share. This proposed exchange ratio was derived from the ratio of the two companies' respective closing stock prices on May 3, 2013, and, valuing the New Actavis ordinary shares at Actavis' closing stock price on that date, represented a 0% premium to Warner Chilcott's closing price on May 3, 2013 and a 6% discount to Warner Chilcott's volume-weighted average trading price for the period from market open on May 10, 2013 until the Bloomberg story was published later that day. Mr. Bisaro stated that Actavis did not believe it was appropriate to offer a premium to Warner Chilcott's stock price in the context of the proposed transaction. Mr. Boissoneault subsequently indicated that, in his view, Warner Chilcott's board of directors likely would view Actavis' proposed consideration as financially inadequate.

During the morning of May 14, 2013, Mr. Bisaro and Mr. Herendeen verbally negotiated the exchange ratio, along with the respective financial advisors of Actavis and Warner Chilcott. During this negotiation, Mr. Bisaro increased Actavis' preliminary, non-binding offer to an exchange ratio of 0.151 New Actavis shares for each Warner Chilcott share (representing a 10% premium to the previously proposed unaffected exchange ratio of 0.1373). Mr. Herendeen indicated that he would communicate Mr. Bisaro's revised proposal to the Warner Chilcott board.

At a special telephonic meeting of the Warner Chilcott board of directors later on May 14, 2013, the board and members of Warner Chilcott's senior management and legal and financial advisors reviewed discussions that had occurred between representatives of Warner Chilcott and Actavis since the prior board meeting. Representatives of Deutsche Bank Securities Inc. ( "Deutsche Bank" ), Warner Chilcott's financial advisor, reviewed with the board certain preliminary financial analyses and data regarding Warner Chilcott, various preliminary valuation observations, and various process considerations. Representatives of Deutsche Bank also discussed the likelihood of alternative proposals for the acquisition of Warner Chilcott from parties other than Actavis. Representatives of Warner Chilcott's legal advisors, Davis Polk & Wardwell LLP ( "Davis Polk" ) and Arthur Cox, reviewed the duties of Warner Chilcott's directors and officers in connection with a potential transaction. Arthur Cox also reviewed certain applicable provisions of the Irish Takeover Rules.

The Warner Chilcott board of directors discussed the potential opportunities and considerations presented by a potential transaction with Actavis and associated with Warner Chilcott continuing to operate as an independent company. The Warner Chilcott board of directors discussed the risks associated with Warner Chilcott's business on a standalone basis. The board also discussed the value that Warner Chilcott's shareholders would receive in a potential business combination with Actavis, including the potential to participate in the accretive effects of the transaction as continuing shareholders of the combined company. The Warner

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Chilcott board of directors then engaged in extensive discussions regarding Actavis' proposal and whether it was in the best interests of Warner Chilcott shareholders to engage in further discussions with Actavis. The board also considered whether it was in the best interest of Warner Chilcott's shareholders to solicit potential alternative proposals from other parties. The board considered it unlikely that a third party would be willing and capable of making an offer superior to the offer made by Actavis given (a) the potential operational cost efficiencies and incremental revenue opportunities of the potential transaction with Actavis, (b) the strategic review process undertaken by Warner Chilcott in 2012 did not result in a business combination and (c) the fact that despite the public report and confirmation by Warner Chilcott and Actavis that discussions were taking place between the two companies, no other potential acquirers had approached Warner Chilcott. The board concluded that it would be advisable to continue negotiating only with Actavis in order not to lose the attractive opportunity presented by the Actavis proposal, but to negotiate a provision in the transaction agreement allowing Warner Chilcott to terminate a transaction agreement with Actavis, subject to certain conditions, including payment of a customary expense reimbursement, to enter into an agreement with a third party should such a third party make a superior proposal. At the conclusion of this board meeting, the Warner Chilcott board of directors instructed Warner Chilcott's senior management and Deutsche Bank to contact Actavis and request that Actavis improve the terms of its proposal, including the consideration to be offered to Warner Chilcott's shareholders. The Warner Chilcott board of directors also instructed Warner Chilcott's senior management to express to Actavis that certainty of completion of the transaction was paramount in any potential transaction, and therefore any definitive agreement would need to minimize conditionality for Warner Chilcott's shareholders.

After the Warner Chilcott board meeting on May 14, 2013, representatives of Warner Chilcott and Actavis, as well as representatives of Deutsche Bank, Actavis' financial advisors Greenhill & Co. (Greenhill) and Bank of America Merrill Lynch (BofA Merrill Lynch), Davis Polk and Actavis' legal advisor, Latham & Watkins LLP (Latham & Watkins), met at Actavis' headquarters in Parsippany, New Jersey to further discuss certain terms of the transaction. During this meeting, Actavis verbally increased the proposed exchange ratio from 0.151 to 0.160 (representing a 16.5% premium to the previously proposed unaffected exchange ratio of 0.1373). Actavis stated that this was its best and final offer. Also at this time, Actavis proposed that the companies move expeditiously with respect to the proposed transaction, with the aim of completing discussions and negotiations by May 19, 2013. During the course of the meeting, representatives of Warner Chilcott and Actavis and their respective advisors discussed certain key issues relating to a potential transaction, including certainty of closing, financing-related issues, regulatory approvals, and governance of the combined company.

On May 15, 2013, Latham & Watkins delivered to Davis Polk drafts of a transaction agreement and an expenses reimbursement agreement. During the course of that day, representatives of Davis Polk and Latham & Watkins engaged in discussions regarding certain proposed terms of these agreements, including closing conditions, the deal protection provisions, and the composition of the board of directors of the combined company.

Also on May 15, 2013, representatives of Arthur Cox and Actavis' Irish legal counsel, Matheson, together with representatives of Deutsche Bank, Greenhill and BofA Merrill Lynch contacted the Irish Takeover Panel (the Panel) to discuss the possibility of a transaction between Warner Chilcott and Actavis.

On May 16, 2013, at a special telephonic meeting of the Warner Chilcott board of directors in which all directors participated, Michael Halstead, Warner Chilcott's Senior Vice President, Corporate Development, informed the board that Actavis had verbally increased its

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proposed exchange ratio to 0.160 New Actavis ordinary shares for each Warner Chilcott share. Representatives of Davis Polk and Arthur Cox reviewed and discussed with the board the terms of the draft agreements that Latham & Watkins had sent to Davis Polk on May 15, 2013, including the proposed transaction structure, the deal protection provisions of the transaction agreement, the representation of Warner Chilcott directors on the board of directors of the combined company, the closing conditions and the termination provisions. The board discussed with its legal advisors the nature of the proposed deal protection provisions, including the fact that, were a third party willing and able to make a superior proposal, the board retained the ability to terminate the transaction agreement, subject to certain conditions, including payment of a customary expense reimbursement, to enter into an agreement with such third party. The board also discussed with its advisors the expected tax treatment of the proposed transaction, including the fact that the proposed transaction was expected to be non-taxable to Warner Chilcott shareholders for U.S. federal income tax purposes. The board also reviewed with counsel information previously provided by Deutsche Bank concerning the extent of their business relationships with, and the amount of fees received from, Actavis and its affiliates in the previous two years, which matters are described in the section entitled *Opinion of Warner Chilcott's Financial Advisor*.

The Warner Chilcott board of directors then discussed the potential opportunities and considerations presented by a potential transaction with Actavis and associated with Warner Chilcott continuing to operate as an independent company. The Warner Chilcott board of directors revisited and continued its earlier discussion of the risks associated with Warner Chilcott's business on a standalone basis. The board also revisited and continued its earlier discussion of the value that Warner Chilcott's shareholders would receive in a potential business combination with Actavis, including the potential to participate in the accretive effects of the transaction as continuing shareholders of the combined company. The Warner Chilcott board of directors then engaged in extensive discussions regarding Actavis' proposal and whether it was in the best interests of Warner Chilcott shareholders to engage in further discussions with Actavis. The Board also considered the desirability of entering into a binding transaction agreement on an expedited basis given, among other reasons, the attractiveness of Actavis' revised proposal. The board discussed the terms contained in the draft transaction agreement provided by Actavis' counsel and the desirability and likelihood of improving certain of those terms, including the desirability of subjecting Actavis to a no-shop restriction following the signing of a definitive transaction agreement. Following these discussions, the Warner Chilcott board of directors instructed Warner Chilcott's senior management and advisors to continue engaging in non-binding discussions and negotiations with Actavis regarding the terms of a proposed transaction in order to obtain the best terms possible for Warner Chilcott and its shareholders and with the aim of completing discussions and negotiations in the near term.

Later on May 16, 2013, representatives of Davis Polk and Latham & Watkins engaged in discussions regarding the draft agreements, including with respect to the composition of the board of directors of the combined company, the amount of the reverse termination fee that Actavis would be required to pay if the transaction agreement were terminated under certain circumstances, and the imposition of a no-shop restriction on Actavis.

Later on May 16, 2013, at a special telephonic meeting of the Actavis board of directors in which all directors participated, members of Actavis management discussed the results of ongoing due diligence and the negotiations of the acquisition, including the proposed exchange ratio of 0.160 New Actavis ordinary shares for each Warner Chilcott share. Representatives of Latham & Watkins reviewed and discussed with the board their fiduciary duties in considering a potential acquisition. Representatives of Latham & Watkins and Matheson then discussed the key terms of



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the draft agreements that Latham & Watkins had sent to Davis Polk on May 15, 2013, and the subsequent negotiations including the proposed transaction structure, treatment of Warner Chilcott equity awards, the proposed deal protection provisions of the transaction agreement, the representations, warranties and covenants of the parties, the required regulatory approvals to consummate the transaction, the composition of the board of directors of the combined company, the termination provisions, and closing conditions, as well as the terms and conditions of the expenses reimbursement agreement. The board discussed with its legal advisors the nature of the deal protection provisions, including the fact that, were a third party willing and able to make a superior proposal that would be contingent upon termination of the transaction agreement, the board retained the ability to change its recommendation to the Actavis stockholders, subject to certain conditions, and the requirement that a reverse termination fee be payable to Warner Chilcott under certain circumstances. Representatives of Latham & Watkins and Matheson then discussed the post-closing public disclosure obligations of the parties given the joint oversight of the transaction of U.S. securities regulators and the Panel. The board also discussed with its advisors the expected tax treatment of the proposed transaction, including the fact that the proposed transaction was expected to be taxable to Actavis stockholders for U.S. federal income tax purposes. The board also reviewed with counsel information previously provided by Greenhill and BofA Merrill Lynch concerning the extent of their business relationships with, and the amount of fees received from, Warner Chilcott and its affiliates in the previous two years, which matters are described in the section entitled *Opinion of Actavis Financial Advisor*.

The Actavis board of directors then discussed the potential opportunities and considerations presented by a potential transaction with Warner Chilcott. Following these discussions, the Actavis board of directors instructed Actavis senior management and advisors to continue engaging in non-binding discussions and negotiations with Warner Chilcott regarding the terms of a proposed transaction in order to obtain the best terms possible for Actavis and its stockholders and with the aim of completing discussions and negotiations in the near term.

Subsequently on May 16, 2013, Davis Polk delivered to Latham & Watkins revised drafts of the transaction agreement and the expenses reimbursement agreement.

On May 17, 2013, Latham & Watkins delivered to Davis Polk a revised draft of the transaction agreement.

On May 17, 2013, the Panel approved the form of the proposed expenses reimbursement agreement.

On May 18, 2013, Davis Polk delivered to Latham & Watkins a revised draft of the transaction agreement and a draft of Warner Chilcott's disclosure schedule. In the course of the evening of May 18, 2013, Latham & Watkins delivered to Davis Polk a revised draft of Warner Chilcott's disclosure schedule and a draft of Actavis' disclosure schedule.

During May 18, 2013 and the morning of May 19, 2013, the parties engaged in further discussions regarding the terms of the proposed transaction, and reached a tentative agreement (subject to the approval of each party's board of directors) regarding, among other things, the amount of the reverse termination fee payable by Actavis if the transaction were to be terminated under certain circumstances.

On May 19, 2013, the full Warner Chilcott board of directors held a special telephonic meeting to consider the terms of the proposed transaction. Prior to the meeting, the directors received copies of the Transaction Agreement and of the other transaction documents and a

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summary of the terms thereof, as well as presentation materials prepared by Deutsche Bank. At the meeting, Mr. Halstead reported on the status of negotiations with Actavis and provided an overview of certain terms of the proposed transaction. Representatives of Deutsche Bank reviewed Deutsche Bank's financial analysis of the proposed transaction, including discussing the various financial methodologies used in its analysis. The board discussed the terms of the proposed transaction, including the amount of the termination payment that would be payable by Actavis in certain circumstances. Representatives of Deutsche Bank then delivered the oral opinion of Deutsche Bank (which was subsequently confirmed in writing) that, based upon and subject to the assumptions, limitations, qualifications and conditions set forth in its written opinion, it was of the opinion, as of such date, that the exchange ratio of 0.160 New Actavis ordinary shares for each Warner Chilcott share was fair, from a financial point of view, to holders of Warner Chilcott shares. The full text of the written opinion of Deutsche Bank dated May 19, 2013, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex G to this joint proxy statement/prospectus. Subsequently, representatives of Davis Polk and Arthur Cox reviewed the key terms of the Transaction Agreement and Expenses Reimbursement Agreement based on the discussion materials. The representatives of Davis Polk and Arthur Cox also reviewed the duties of Warner Chilcott's directors and officers in connection with a potential transaction.

After considering the proposed terms of the Transaction Agreement and the Expenses Reimbursement Agreement and the various presentations of Warner Chilcott's financial and legal advisors, and taking into consideration the matters discussed during that meeting and prior meetings of the board, including the factors described under *Recommendation of the Warner Chilcott Board of Directors and Warner Chilcott's Reasons for the Transaction*, the Warner Chilcott board of directors unanimously determined that the Transaction Agreement, the Expenses Reimbursement Agreement and the transactions contemplated by the Transaction Agreement, including the scheme, are fair and reasonable and in the best interests of Warner Chilcott and its shareholders, approved the Transaction Agreement and the Expenses Reimbursement Agreement and the transactions contemplated by the Transaction Agreement, including the scheme, and resolved to recommend that the Warner Chilcott shareholders vote in favor of the scheme.

On May 19, 2013, the full Actavis board of directors held a special telephonic meeting to consider the terms of the proposed transaction. Prior to the meeting, the directors received copies of the Transaction Agreement and of the other transaction documents and a summary of the terms thereof, as well as presentation materials prepared by each of Greenhill, BofA Merrill Lynch and Latham & Watkins. At the meeting, Mr. Bisaro reported on the status of negotiations with Warner Chilcott and provided an overview of certain terms of the proposed transaction, and management provided the board of directors with an update on key due diligence items. Representatives of Latham & Watkins reviewed the key terms of the Transaction Agreement and Expenses Reimbursement Agreement based on the discussion materials. The representatives of Latham & Watkins also reviewed the duties of Actavis' directors and officers in connection with a potential transaction. Representatives of Matheson reviewed the terms of the Rule 2.5 Announcement and discussed the director responsibility statement. Representatives of Greenhill reviewed Greenhill's financial analysis of the proposed transaction, including discussing the various financial methodologies used in its analysis. Representatives of BofA Merrill Lynch reviewed BofA Merrill Lynch's financial analysis of the proposed transaction, including discussing the various financial methodologies used in its analysis. Representatives of Greenhill then delivered the oral opinion of Greenhill, and representatives of BofA Merrill Lynch then delivered the oral opinion of BofA Merrill Lynch (in each case, which was subsequently confirmed in writing) that, based upon and subject to the assumptions, limitations, qualifications and conditions set forth in such advisor's written opinion, it was of the opinion, as of such date, that the exchange ratio of one New Actavis ordinary share for each

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Actavis share in connection with the merger (taking into account the acquisition of Warner Chilcott) as provided for in the Transaction Agreement was fair, from a financial point of view, to the holders of Actavis shares. The full text of the written opinion of each of Greenhill and BofA Merrill Lynch, each dated May 19, 2013, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, are attached as Annex E and Annex F, respectively, to this joint proxy statement/prospectus.

After considering the proposed terms of the Transaction Agreement and the Expenses Reimbursement Agreement and the various presentations of Actavis financial and legal advisors, and taking into consideration the matters discussed during that meeting and prior meetings of the board, including the factors described under *Recommendation of the Actavis Board of Directors and Actavis Reasons for the Transaction*, the Actavis board of directors unanimously determined that the Transaction Agreement, the Expenses Reimbursement Agreement and the transactions contemplated by the Transaction Agreement, including the scheme, are fair and reasonable and in the best interests of Actavis and its stockholders, approved the Transaction Agreement and the Expenses Reimbursement Agreement and the transactions contemplated by the Transaction Agreement, including the scheme, and resolved to recommend that the Actavis stockholders vote in favor of the Transaction Agreement and the merger.

Warner Chilcott and Actavis subsequently executed the definitive Transaction Agreement and Expenses Reimbursement Agreement, and, on May 20, 2013, Warner Chilcott and Actavis jointly issued a Rule 2.5 announcement and press release with respect to the transaction.

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**Recommendation of the Warner Chilcott Board of Directors and Warner Chilcott's Reasons for the Transaction**

At its meeting on May 19, 2013, the members of Warner Chilcott's board of directors unanimously determined that the Transaction Agreement and the transactions contemplated by the Transaction Agreement, including the scheme, are fair and reasonable and in the best interests of Warner Chilcott and its shareholders. **The Warner Chilcott board of directors unanimously recommends that the shareholders of Warner Chilcott vote in favor of the scheme at the court meeting and in favor of the scheme and other resolutions at the EGM.**

In evaluating the Transaction Agreement and the proposed transaction, Warner Chilcott's board of directors consulted with management, as well as Warner Chilcott's financial and legal advisors, and considered a number of factors, weighing both perceived benefits of the transaction as well as potential risks in connection with the transaction. Warner Chilcott's board of directors considered the following factors that it believes support its determinations and recommendations:

that the scheme consideration had an implied value per Warner Chilcott share of \$20.08, based on the closing price of Actavis shares as of May 17, 2013 (the last trading day prior to announcement of the transaction), which value represented a 43% premium compared to Warner Chilcott's volume weighted average trading price of \$14.00 for the 30 trading day period ending on May 9, 2013 (the day before Warner Chilcott disclosed it was engaged in preliminary discussions with Actavis) and a 34% premium to the closing price of Warner Chilcott shares on May 9, 2013 of \$15.01;

that the fixed exchange ratio provides certainty to the Warner Chilcott shareholders as to their pro forma percentage ownership of the combined company;

that the equity nature of the scheme consideration offers Warner Chilcott shareholders the opportunity to participate in the future earnings and growth of the combined company;

the potential for Warner Chilcott shareholders, as future shareholders of the combined company, to benefit to the extent of their interest in the combined company, from the expected synergies of the transaction, including Actavis' anticipated after-tax operational synergies and related cost reductions and tax savings of more than \$400 million;

the Warner Chilcott board's belief that Warner Chilcott's and Actavis' businesses are a strong strategic fit and that their complementary development pipelines and product offerings would result in operational cost efficiencies and incremental revenue opportunities;

that the transaction would provide Warner Chilcott shareholders, as future shareholders of the combined company, with a diverse business as a result of the addition of a significant generics and wholesaler business, the addition of additional branded offerings and an expanded geographic footprint;

that the transaction provides Warner Chilcott, as part of the combined company, with better access to the capital markets;

information and discussions with Warner Chilcott's management, in consultation with Deutsche Bank, regarding Actavis business, results of operations, financial and market position, and Warner Chilcott's management's expectations concerning Actavis' future prospects, and historical and current share trading prices and volumes of Actavis shares;

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information and discussions regarding the benefits of size and scale, and expected credit profile and effective tax rate, of the combined company and the expected pro forma effect of the proposed transaction;

the risks associated with Warner Chilcott's business on a standalone basis, including the risks relating to the litigation disclosed in Warner Chilcott's public filings, the loss of patent and/or market exclusivity for certain of Warner Chilcott's key products, the concentration of a significant percentage of Warner Chilcott's revenues in certain key products and the potential that any events that adversely affect the markets for these products could materially reduce Warner Chilcott's revenues, earnings and cash flows;

the fact that Warner Chilcott publicly announced its discussions with Actavis regarding a potential business combination on May 10, 2013 and no other parties expressed interest in engaging in a business combination with Warner Chilcott prior to its entry into the definitive agreement;

the Warner Chilcott board's ongoing evaluation of strategic alternatives for maximizing shareholder value over the long term (such as the publicly announced strategic review process Warner Chilcott conducted in 2012), including Warner Chilcott's discussions from time to time with other parties regarding potential business combinations and strategic transactions with such parties, including acquisitions of various sizes, and the potential risks, rewards and uncertainties associated with such alternatives, and the Warner Chilcott board's belief that the proposed transaction with Actavis was the most attractive option available to Warner Chilcott shareholders;

the opinion of Deutsche Bank to Warner Chilcott's board of directors that, as of May 19, 2013 and based upon and subject to the assumptions, limitations, qualifications and conditions set forth therein, the exchange ratio of New Actavis ordinary shares for Warner Chilcott shares was fair from a financial point of view to Warner Chilcott shareholders, together with the financial analyses presented by Deutsche Bank to Warner Chilcott's board of directors in connection with the delivery of the opinion, as further described under *Opinion of Warner Chilcott's Financial Advisor* ;

the likelihood that the transaction will be consummated, based on, among other things:

the closing conditions to the scheme and acquisition, including the fact that the obligations of Actavis are not subject to a financing condition;

the commitment made by Actavis to Warner Chilcott to use all reasonable endeavors to obtain regulatory clearances, including under the HSR Act, including the commitment to divest assets or commit to limitations on the businesses of Warner Chilcott and Actavis to the extent provided in the Transaction Agreement, as discussed further under *The Transaction Regulatory Approvals Required* ;

the terms and conditions of the Transaction Agreement and the Expenses Reimbursement Agreement and the course of negotiations of such agreements, including, among other things:

the ability of Warner Chilcott, subject to certain conditions, to provide information to and to engage in discussions or negotiations with a third party that makes an unsolicited acquisition proposal if the Warner Chilcott board of directors determines, in good faith, after consultation with its financial advisor and outside legal counsel, that the failure to take such action would be reasonably likely to be inconsistent with its fiduciary duties;



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the ability of Warner Chilcott to terminate the Transaction Agreement under certain circumstances, including to enter into an agreement providing for a superior proposal, subject to certain conditions (including payment of an expense reimbursement and certain rights of Actavis to match the superior proposal), as further described under *The Transaction Agreement Covenants and Agreements* ; and

the Warner Chilcott board's belief that the expenses reimbursement payment to be made to Actavis upon termination of the Transaction Agreement under specified circumstances, which is capped at 1% of the equity value of Warner Chilcott, is reasonable, customary and not likely to significantly deter another party from making a superior acquisition proposal;

the fact that the Transaction Agreement permits Warner Chilcott to pay to its shareholders of record as of May 31, 2013 its previously announced dividend of \$0.25 per Warner Chilcott share, which effectively increases the potential consideration payable to Warner Chilcott shareholders through the effective time;

the governance arrangements contained in the Transaction Agreement, which provide that, after completion of the scheme, the board of directors of New Actavis will have no more than 12 directors, of whom five individuals will be members of Warner Chilcott board of directors as of the date of entry into the Transaction Agreement (subject to the right of Actavis to replace one of those five individuals with a new independent director); and

the fact that the transaction is expected to be tax-free, for U.S. federal income tax purposes, to Warner Chilcott shareholders (except with respect to cash received in lieu of fractional shares);

Warner Chilcott's board of directors also considered a variety of risks and other potentially negative factors, including:

the fact that the Transaction Agreement provides for a fixed exchange ratio and thus the exchange ratio will not change based on changes in Actavis' share price if the value of Actavis' business declines relative to the value of Warner Chilcott's business prior to completion of the scheme (although the Warner Chilcott board of directors determined that the exchange ratio was appropriate and the risks acceptable in view of the relative intrinsic values and financial performance of Warner Chilcott and Actavis and the historic trading prices of Warner Chilcott and Actavis shares);

the fact that Warner Chilcott did not solicit proposals from other potential bidders (although it publicly announced its discussions with Actavis) and that Warner Chilcott did not have contact with any potential acquirors other than Actavis during the negotiations leading up to the execution of the Transaction Agreement (except as part of the publicly announced strategic review process Warner Chilcott conducted in 2012);

the terms of the Transaction Agreement that restrict Warner Chilcott's ability to solicit alternative business combination transactions and to provide confidential due diligence information to, or engage in discussions with, a third party interested in pursuing an alternative business combination transaction, as further discussed under *The Transaction Agreement Covenants and Agreements* ;

the restrictions on the conduct of Warner Chilcott's business during the pendency of the transaction, which may delay or prevent Warner Chilcott from undertaking business opportunities that may arise or may negatively affect Warner Chilcott's ability to attract and retain key personnel;

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the potential for diversion of management focus and employee attrition and the possible effects of the announcement and pendency of the pending transaction on customers and business relationships;

the fact that substantial costs will be incurred by both Warner Chilcott and Actavis in connection with the transaction, as well as the costs of integrating the businesses of Warner Chilcott and Actavis;

the amount of time it could take to complete the transaction, including the fact that completion of the transaction depends on factors outside of Warner Chilcott's control, and that there can be no assurance that the conditions will be satisfied even if the scheme is approved by Warner Chilcott shareholders;

the possibility of non-consummation of the transaction and the potential consequences of non-consummation, including the potential negative impacts on Warner Chilcott, its business and the trading price of its shares;

the difficulty and costs inherent in integrating diverse, global businesses and the risk that the cost savings, synergies and other benefits expected to be obtained as a result of the transaction might not be fully or timely realized; and

the risks of the type and nature described under the sections entitled *Risk Factors* and *Cautionary Statement Regarding Forward Looking Statements*.

In considering the recommendation of the board of directors of Warner Chilcott, you should be aware that certain directors and officers of Warner Chilcott will have interests in the proposed transaction that may be different from, or in addition to, the interests of Warner Chilcott's shareholders generally. See *Interests of Certain Persons in the Transaction Warner Chilcott* beginning on page [ ] of this joint proxy statement/prospectus.

The Warner Chilcott board of directors concluded that the uncertainties, risks and potentially negative factors relevant to the transaction were outweighed by the potential benefits that it expected Warner Chilcott and the Warner Chilcott shareholders would achieve as a result of the transaction.

This discussion of the information and factors considered by the Warner Chilcott board of directors includes the principal positive and negative factors considered by the Warner Chilcott board of directors, but is not intended to be exhaustive and may not include all of the factors considered by the Warner Chilcott board of directors. In view of the wide variety of factors considered in connection with its evaluation of the transaction, and the complexity of these matters, the Warner Chilcott board of directors did not find it useful and did not attempt to quantify or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the transaction and to make its recommendations to the Warner Chilcott shareholders. Rather, the Warner Chilcott board of directors viewed its decisions as being based on the totality of the information presented to it and the factors it considered. In addition, individual members of the Warner Chilcott board of directors may have given differing weights to different factors.

**Recommendation of the Actavis Board of Directors and Actavis Reasons for the Transaction**

At its meeting on May 19, 2013, the Actavis board of directors unanimously approved the Transaction Agreement and determined that the terms of the acquisition will further the strategies and goals of Actavis. **The Actavis board of directors unanimously recommends that the stockholders of Actavis vote for the approval of the Transaction Agreement and the approval of the merger and for the other resolutions at the Actavis special meeting.**



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The Actavis board of directors considered many factors in making its determination that the terms of the transaction are advisable, consistent with and in furtherance of, the strategies and goals of Actavis and recommending approval of the Transaction Agreement by the Actavis stockholders. In arriving at its determination, the board of directors consulted with Actavis management, legal advisors, financial advisors and other representatives, reviewed a significant amount of information, considered a number of factors in its deliberations and concluded that the transaction is likely to result in significant strategic and financial benefits to Actavis and its stockholders, including:

the creation of a leading global specialty pharmaceutical company with approximately \$11 billion in combined pro forma annual revenues and one of the largest US specialty pharmaceutical companies with approximately \$3 billion in combined pro forma annual revenues focused on the core therapeutic categories of women's health, urology, gastroenterology and dermatology;

the advancement of the Actavis strategic goal to build a multi-billion dollar specialty brands business, resulting in specialty brand sales comprising approximately 25% of the total combined company's pro forma sales compared to approximately 7% for Actavis on a standalone basis;

a stronger foundation to market complementary product portfolios in the key specialty pharmaceutical areas of women's health, urology, gastroenterology and dermatology, with the combined company having a R&D portfolio of over 25 products in various stages of development, including 15 candidates in women's health;

an increased ability to grow through additional in-licensing opportunities within its key therapeutic categories, and the opportunity to introduce a broader portfolio of new products in New Actavis' expanded global footprint;

potential synergies in both corporate and Global Brands business segment operations and from the use of best practices of each company to drive greater efficiencies;

the projected accretion of 30% to New Actavis non-GAAP earnings per share in 2014, including anticipated synergies;

the anticipated aggregate after tax operational synergies and related cost reductions and tax savings of more than \$400 million during 2014 and 2015, with additional possible revenue, manufacturing or interest rate synergies or savings;

the expected generation of strong operating cash flow, which is anticipated to permit the combined company to rapidly de-lever the combined company balance sheet;

the anticipated enhanced credit profile of the combined company, with increased earnings and cash flow and better access to capital markets as a result of enhanced size and business diversification; and

the expected combined company effective non-GAAP tax rate of approximately 17%, as opposed to the current non-GAAP effective tax rate of Actavis of 28%.

These beliefs are based in part on the following factors that the Actavis board of directors considered:

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the anticipated market capitalization, strong balance sheet, free cash flow, liquidity and capital structure of New Actavis;

the significant value represented by the expected increased cash flow and earnings improvement of New Actavis;

that, subject to certain limited exceptions, Warner Chilcott is prohibited from soliciting, participating in any discussion or negotiations, providing information to any third party or entering into any agreement providing for the acquisition of Warner Chilcott;

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the limited number and nature of the conditions to Warner Chilcott's obligation to complete the transaction;

that Warner Chilcott must reimburse certain of Actavis' expenses in connection with the transaction in an amount up to 1% of the equity value of Warner Chilcott if the Transaction Agreement is terminated under the circumstances specified in the Expenses Reimbursement Agreement;

the fact that the transaction is subject to the approval of the Transaction Agreement by the Actavis stockholders;

the likelihood that the transaction will be completed on a timely basis;

its knowledge of the Actavis business, operations, financial condition, earnings, strategy and future prospects;

its knowledge of the Warner Chilcott business, operations, financial condition, earnings, strategy and future prospects and the results of Actavis' due diligence review of Warner Chilcott;

the financial statements of Warner Chilcott;

the likelihood that Actavis would be able to amend its existing term loan and revolving credit agreements;

the current and prospective competitive climate in the pharmaceutical industry, including the potential for further consolidation;

the global cash management and resultant tax benefits to New Actavis as an Irish tax resident and corporation, the benefits of which would accrue to Actavis stockholders as shareholders of New Actavis;

the presentations and the financial analyses of each of the opinions of BofA Merrill Lynch and Greenhill rendered to the board of directors of Actavis that, as of May 19, 2013, and based upon the various assumptions, considerations, qualifications and limitations set forth in its written opinion, the exchange ratio of one New Actavis ordinary share for each outstanding Actavis share (other than Actavis shares held by Actavis) in connection with the merger was fair from a financial point of view to such stockholders, taking into account the proposed acquisition by New Actavis of Warner Chilcott pursuant to the scheme, and the related presentation and financial analyses of each of BofA Merrill Lynch and Greenhill provided to the board of directors of Actavis in connection with the rendering of their respective opinions, in each case as more fully described in the section entitled *Opinions of Actavis' Financial Advisors*; and

the current and prospective economic environment and increasing competitive burdens and constraints facing Actavis. The Actavis board of directors weighed these factors against a number of uncertainties, risks and potentially negative factors relevant to the transaction, including the following:

the fixed exchange ratio will not adjust downwards to compensate for changes in the price of Actavis' common stock or Warner Chilcott's ordinary shares prior to the effective time, and the terms of the Transaction Agreement do not include

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termination rights triggered by a decrease in the value of Warner Chilcott relative to the value of Actavis;

the adverse impact that business uncertainty pending the effective time could have on the ability to attract, retain and motivate key personnel until the effective time;

that, subject to certain limited exceptions, Actavis is prohibited during the term of the Transaction Agreement from soliciting, participating in any discussion or negotiations, providing information to any third party or entering into any agreement providing for the acquisition of Actavis;

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the risk of the provisions in the Transaction Agreement relating to the potential payment of a termination fee of up to \$160 million under certain circumstances specified in the Transaction Agreement;

that Actavis is limited pursuant to Irish law to recovering its expenses from Warner Chilcott in an amount up to 1% of the equity value of Warner Chilcott if the Transaction Agreement is terminated under the circumstances specified in the Expenses Reimbursement Agreement;

the challenges inherent in the combination of two business enterprises of the size and scope of Actavis and Warner Chilcott, including the possibility that the anticipated cost savings and synergies and other benefits sought to be obtained from the transaction might not be achieved in the time frame contemplated or at all or the other numerous risks and uncertainties which could adversely affect New Actavis' operating results;

the risk that the transaction might not be consummated in a timely manner or at all;

that failure to complete the transaction could cause Actavis to incur significant fees and expenses and could lead to negative perceptions among investors, potential investors and customers;

the transaction is expected to be taxable for U.S. federal income tax purposes to the Actavis stockholders;

the potential failure of Actavis to obtain commitments for the refinancing of certain existing indebtedness of Actavis and Warner Chilcott on favorable terms or at all; and

the risks of the type and nature described under the sections entitled *Risk Factors* and *Cautionary Statement Regarding Forward-Looking Statements*.

In considering the recommendation of the board of directors of Actavis, you should be aware that certain directors and officers of Actavis will have interests in the proposed transaction that may be different from, or in addition to, the interests of Actavis' stockholders generally.

See *Interests of Certain Persons in the Transaction Actavis* beginning on page [ ] of this joint proxy statement/prospectus.

The Actavis board of directors concluded that the uncertainties, risks and potentially negative factors relevant to the transaction were outweighed by the potential benefits that it expected Actavis and the Actavis stockholders would achieve as a result of the transaction.

This discussion of the information and factors considered by the Actavis board of directors includes the principal positive and negative factors considered by the Actavis board of directors, but is not intended to be exhaustive and may not include all of the factors considered by the Actavis board of directors. In view of the wide variety of factors considered in connection with its evaluation of the transaction, and the complexity of these matters, the Actavis board of directors did not find it useful and did not attempt to quantify or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the transaction and to make its recommendations to the Actavis stockholders. Rather, the Actavis board of directors viewed its decisions as being based on the totality of the information presented to it and the factors it considered. In addition, individual members of the Actavis board of directors may have given differing weights to different factors.

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### **Warner Chilcott and Actavis Unaudited Prospective Financial Information**

Neither Warner Chilcott nor Actavis, as a matter of course, makes public long-term projections as to future revenues, earnings or other results due to, among other reasons, the uncertainty of the underlying assumptions and estimates. However, in connection with the evaluation of the transaction, in early May 2013, Warner Chilcott made available certain unaudited prospective financial information relating to Warner Chilcott on a stand-alone, pre-transaction basis (the Warner Chilcott Management Case ) to Warner Chilcott's financial advisor and to Actavis and Actavis financial advisors.

In addition, as discussed below and under *Opinion of Warner Chilcott's Financial Advisor* beginning on page [ ] of this joint proxy statement/prospectus, Deutsche Bank used in its analyses, and relied primarily on, certain unaudited prospective financial information relating to Warner Chilcott on a stand-alone, pre-transaction basis based on publicly available consensus estimates for the calendar years 2013-2017, including (for the calendar years 2016 and 2017) financial forecasts extrapolated from publicly available forecasts (the Warner Chilcott Street Case and, together with the Warner Chilcott Management Case, the Warner Chilcott Cases ). The Warner Chilcott Cases were also made available to the Warner Chilcott board of directors in connection with the presentation of Deutsche Bank's financial analyses.

Furthermore, as discussed below and under *Opinion of Actavis Financial Advisors* beginning on page [ ] of this joint proxy statement/prospectus, BofA Merrill Lynch and Greenhill reviewed certain internal financial and operating information with respect to the business, operations and prospects of Warner Chilcott and Actavis, including, with respect to Warner Chilcott, the Warner Chilcott Management Case and an alternative version of the the Warner Chilcott Management Case incorporating certain adjustments thereto made by the management of Actavis primarily with respect to lowering the revenue potential of certain drugs (the Actavis-Adjusted Warner Chilcott Management Case ) and, with respect to Actavis, certain financial forecasts publicly disclosed by Actavis on February 19, 2013 (the 2013 Actavis Guidance ), certain publicly available financial forecasts prepared by certain research analysts for 2014 and 2015 and financial forecasts extrapolated from such publicly available forecasts at the direction of management of Actavis for 2016 and 2017 (together with the 2013 Actavis Guidance, the Actavis Public Forecasts and, together with the Warner Chilcott Cases and the Actavis-Adjusted Warner Chilcott Management Case, the Cases ). The inclusion of information about the Cases in this joint proxy statement/prospectus should not be regarded as an indication that any of Warner Chilcott, Actavis or any other recipient of this information considered, or now considers, it to be predictive of actual future results. The information about the Cases included in this joint proxy statement/prospectus is presented solely to give Warner Chilcott shareholders and Actavis stockholders access to the information that was made available to Warner Chilcott's financial advisor, the Warner Chilcott board of directors, Actavis financial advisors and the Actavis board of directors.

The Cases are each subjective in many respects and thus subject to interpretation. While presented with numeric specificity, the Cases reflect numerous estimates and assumptions with respect to industry performance and competition, general business, economic, market and financial conditions and matters specific to Warner Chilcott's and Actavis' businesses, including the factors listed in this proxy statement/prospectus under the section entitled Risk Factors , all of which are difficult to predict and many of which are beyond Warner Chilcott's or Actavis' control. In particular, the Warner Chilcott Management Case, which was prepared for internal planning purposes only and not with a view toward public disclosure, does not incorporate risk adjustments related to potential loss of exclusivity on key marketed products or the approval of key pipeline products expected to be launched during the covered period. For this reason, Warner Chilcott does not view the Warner Chilcott Management Case as predictive of actual future results and directed Deutsche Bank to use in its analyses, and to rely primarily on, the Warner Chilcott Street Case. Furthermore, other than with respect to the 2013 Actavis Guidance, the Actavis Public Forecasts were not internally prepared or adopted by Actavis management. The information was prepared by independent analysts not affiliated with Actavis, at the time and based on assumptions that may no longer be accurate, and for purposes unrelated to the management of Actavis' business or the transaction. Actavis disclaims responsibility for their accuracy and cannot provide any assurance that the assumptions underlying the Actavis Public Forecasts (excluding the 2013 Actavis Guidance as of the date originally published) are or were reasonable. Many of the assumptions reflected in the Cases are subject to change and none of the Cases reflect revised prospects for Warner Chilcott's or Actavis' business, changes in general business or economic conditions or any other transaction or event that has occurred or that may occur and that was not anticipated at the time such financial information was prepared. Neither Warner

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Chilcott nor Actavis has updated, nor do Warner Chilcott nor Actavis intend to update or otherwise revise, the Cases (excluding possible ordinary course updates of 2013 guidance). There can be no assurance that the results reflected in any of the Cases will be realized or that actual results will not materially vary from the Cases. In addition, since the Cases cover multiple years, such information by its nature becomes less predictive with each successive year. Therefore, the inclusion of the Cases in this joint proxy statement/prospectus should not be relied on as predictive of actual future events nor construed as financial guidance.

Warner Chilcott shareholders and Actavis stockholders are urged to review Warner Chilcott's and Actavis' most recent SEC filings for a description of risk factors with respect to Warner Chilcott's and Actavis' business. You should read the section entitled *Cautionary Statement Regarding Forward-Looking Statements* beginning on page [ ] of this joint proxy statement/prospectus for additional information regarding the risks inherent in forward-looking information such as the financial projections and *Where You Can Find More Information* beginning on page [ ] of this joint proxy statement/prospectus.

The Cases were not prepared with a view toward complying with IFRS, GAAP, the published guidelines of the SEC regarding projections or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. Neither Warner Chilcott's nor Actavis' independent registered public accounting firm, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the Cases, nor have they expressed any opinion or any other form of assurance on the Cases or the achievability of the results reflected in the Cases, and they assume no responsibility for the Cases. The PricewaterhouseCoopers LLP reports incorporated by reference in this joint proxy statement/prospectus relate to Actavis' and Warner Chilcott's historical financial information. They do not extend to the prospective financial information and should not be read to do so. Certain of the financial projections set forth herein, including Adjusted EBITDA, Non-U.S. GAAP Net Income and Non-U.S. GAAP EPS, may be considered non-U.S. GAAP financial measures. Non-U.S. GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with U.S. GAAP, and non-U.S. GAAP financial measures as used by Actavis and Warner Chilcott may not be comparable to similarly titled amounts used by other companies.

For the reasons described above, readers of this joint proxy statement/prospectus are cautioned not to unduly rely on the Cases. Neither Warner Chilcott nor Actavis has made any representation to Actavis or Warner Chilcott, as applicable, or any other person in the Transaction Agreement or otherwise concerning any of the Cases.

The information about the Cases set forth below does not give effect to the transaction and also does not take into account the effect of any failure of the transaction to be consummated.

The following table presents a summary of the Warner Chilcott Management Case:

	Warner Chilcott Management Case (in millions, except per share amounts)				
	2013E	2014E	2015E	2016E	2017E
Revenue	\$ 2,370	\$ 2,299	\$ 2,328	\$ 2,458	\$ 2,584
EBITDA <sup>(1)</sup>	\$ 1,242	\$ 1,220	\$ 1,364	\$ 1,453	\$ 1,538
Adjusted Cash Net Income <sup>(2)</sup>	\$ 843	\$ 834	\$ 987	\$ 1,074	\$ 1,167
Adjusted Cash Net Income per Share <sup>(3)</sup>	\$ 3.35	\$ 3.29	\$ 3.86	\$ 4.17	\$ 4.50

<sup>(1)</sup> Non-GAAP measure. For this purpose, EBITDA represents net income before interest, tax, depreciation, amortization, stock-based compensation, R&D milestones and other non-recurring expenses, and other charges historically excluded from Warner Chilcott's reported EBITDA.

<sup>(2)</sup> Non-GAAP measure. For this purpose, cash net income is defined as Warner Chilcott's GAAP net income adjusted for the after-tax effects of two non-cash items: amortization (including impairments, if any) of intangible assets and amortization (including write-offs, if any) of deferred loan costs related to its debt and further adjusted to exclude the impact, on an after-tax basis, of the Western European restructuring and litigation-related charges.

<sup>(3)</sup> Non-GAAP measure.

Based on the Warner Chilcott Management Case, the following unaudited prospective financial information regarding free cash flows was calculated for use by Deutsche Bank in performing its discounted cash flow analysis, as discussed under *Opinion of Warner Chilcott's Financial Advisor* beginning on page [ ] of this joint proxy statement/prospectus:





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	Free Cash Flow (in millions)				
	2013E	2014E	2015E	2016E	2017E
Free Cash Flow <sup>(1)</sup>	\$ 906	\$ 983	\$ 1,092	\$ 1,205	\$ 1,279

<sup>1</sup> Non-GAAP measure. For this purpose, free cash flow represents EBITDA less stock-based compensation, R&D milestones and other non-recurring expenses, cash taxes and capital expenditures and less the amount of any increase or plus the amount of any decrease in net working capital.

The following table presents a summary of the Warner Chilcott Street Case:

	Warner Chilcott Street Case (in millions, except per share amounts)				
	2013E	2014E	2015E	2016E	2017E
Revenue	\$ 2,355	\$ 2,178	\$ 2,111	\$ 2,097	\$ 2,099
EBITDA <sup>(1)</sup>	\$ 1,228	\$ 1,113	\$ 1,163	\$ 1,156	\$ 1,157
Adjusted Cash Net Income <sup>(1)</sup>	\$ 837	\$ 786	\$ 846	\$ n/a	\$ n/a
Adjusted Cash Net Income per Share <sup>(1)</sup>	\$ 3.34	\$ 3.15	\$ 3.31	\$ n/a	\$ n/a
Free Cash Flow <sup>(2)</sup>	\$ 874	\$ 894	\$ 1,020	\$ 944	\$ 946

<sup>(1)</sup> Non-GAAP measure.

<sup>(2)</sup> Non-GAAP measure. For this purpose, free cash flow represents EBITDA less stock-based compensation, cash taxes and capital expenditures and less the amount of any increase or plus the amount of any decrease in working capital.

The following tables presents a summary of the Actavis Public Forecasts and the Actavis-Adjusted Warner Chilcott Management Case:

	Actavis Public Forecasts (\$ in millions, except per share amounts)				
	2013E	2014E	2015E	2016E	2017E
Revenue	\$ 8,070	\$ 8,460	\$ 8,760	\$ 9,311	\$ 9,901
Adjusted EBITDA <sup>(1)</sup>	\$ 1,990	\$ 2,275	\$ 2,393	\$ 2,544	\$ 2,750
Non-GAAP Net Income <sup>(2)</sup>	\$ 1,114	\$ 1,265	\$ 1,400	\$ 1,552	\$ 1,715
Non-GAAP EPS <sup>(2)</sup>	\$ 8.29	\$ 9.33	\$ 10.27	\$ 11.33	\$ 12.45
Unlevered Free Cash Flow <sup>(3)</sup>	\$ 1,153	\$ 1,360	\$ 1,477	\$ 1,569	\$ 1,720
Unlevered Free Cash Flow <sup>(4)</sup>	\$ 707 (for Q2-Q4 periods only)	\$ 1,351	\$ 1,467	\$ 1,558	\$ 1,709

	Actavis-Adjusted Warner Chilcott Management Case (\$ in millions, except per share amounts)				
	2013E	2014E	2015E	2016E	2017E
Revenue	\$ 2,301	\$ 1,989	\$ 1,895	\$ 1,898	\$ 1,798
Adjusted EBITDA <sup>(1)</sup>	\$ 1,194	\$ 998	\$ 1,064	\$ 1,118	\$ 1,026
Non-GAAP Net Income <sup>(2)</sup>	\$ 803	\$ 652	\$ 743	\$ 814	\$ 760
Non-GAAP EPS <sup>(2)</sup>	\$ 3.19	\$ 2.57	\$ 2.91	\$ 3.16	\$ 2.93
Unlevered Free Cash Flow <sup>(5)</sup>	\$ 734 (for Q2-Q4 periods)	\$ 787	\$ 832	\$ 904	\$ 854



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- (1) Earnings excluding net interest expense, income tax expense, depreciation and amortization, adjusted to exclude stock-based compensation and other non-recurring expenses and other charges historically excluded from Actavis' reported EBITDA.
- (2) Adjusted to exclude the after-tax effect of amortization of intangible assets and one-time items.
- (3) Defined as (1) (a) Adjusted EBITDA, minus depreciation and stock based compensation, multiplied by (b) an assumed 28% effective tax rate, plus (2) depreciation, less (3) capital expenditures, plus or minus (as applicable) (4) changes in net working capital. These unlevered free cash flow forecasts (75% of the forecasted amount for 2013) were used by Greenhill for purposes of its discounted cash flow analyses described above under *Opinions of Actavis' Financial Advisors*.
- (4) Defined as described in footnote (3), except that this metric reflects an additional deduction in each year for acquisition of intangibles and uses a 27% assumed effective tax rate for 2013. These unlevered free cash flow forecasts were used by BofA Merrill Lynch for purposes of its discounted cash flow analyses described above under *Opinions of Actavis' Financial Advisors*.
- (5) Defined as (1) (a) Adjusted EBITDA, minus depreciation and stock based compensation, multiplied by (b) an assumed 11% effective tax rate for 2013 and 12% effective tax rate for 2014-2017, plus (2) depreciation, minus (3) capital expenditures, plus or minus (as applicable) (4) changes in net working capital. These unlevered free cash flow forecasts were used by both BofA Merrill Lynch and Greenhill for purposes of their respective discounted cash flow analyses described above under *Opinions of Actavis' Financial Advisors*.

**Opinions of Actavis' Financial Advisors**

Actavis has retained BofA Merrill Lynch and Greenhill as its financial advisors to advise the Actavis board of directors in connection with the transaction. Pursuant to BofA Merrill Lynch's and Greenhill's engagement, Actavis requested BofA Merrill Lynch and Greenhill to evaluate the fairness, from a financial point of view, to the Actavis stockholders of the exchange ratio of one New Actavis ordinary share for each outstanding Actavis share (other than Actavis shares held by Actavis) in connection with the merger (taking into account the acquisition of Warner Chilcott) as provided for in the Transaction Agreement. At the meeting of the Actavis board of directors on May 19, 2013, BofA Merrill Lynch and Greenhill each presented materials and each rendered its oral opinion, subsequently confirmed in writing, that as of such date and based upon and subject to the assumptions made, procedures followed, matters and factors considered and limitations and qualifications on the review undertaken set forth therein, the exchange ratio of one New Actavis ordinary share for each outstanding Actavis share (other than Actavis shares held by Actavis) in connection with the merger (taking into account the acquisition of Warner Chilcott) as provided for in the Transaction Agreement was fair, from a financial point of view, to the Actavis stockholders.

***Opinion of BofA Merrill Lynch***

The full text of BofA Merrill Lynch's written opinion to Actavis' board of directors, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex E to this document and is incorporated by reference herein in its entirety. The following summary of BofA Merrill Lynch's opinion is qualified in its entirety by reference to the full text of the opinion. BofA Merrill Lynch delivered its opinion to Actavis' board of directors for the benefit and use of Actavis' board of directors in connection with and for purposes of its evaluation of the Actavis exchange ratio from a financial point of view. BofA Merrill Lynch's opinion does not address any other aspect of the transaction and no opinion or view was expressed as to the relative merits

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of the transaction in comparison to other strategies or transactions that might be available to Actavis or in which Actavis might engage or as to the underlying business decision of Actavis to proceed with or effect the transaction. BofA Merrill Lynch's opinion does not address any other aspect of the transaction and does not constitute a recommendation to any stockholders as to how to vote or act in connection with the proposed transaction or any related matter.

In connection with rendering its opinion, BofA Merrill Lynch:

reviewed certain publicly available business and financial information relating to Warner Chilcott and Actavis;

reviewed certain internal financial and operating information with respect to the business, operations and prospects of Warner Chilcott furnished to or discussed with BofA Merrill Lynch by the management of Warner Chilcott, including the Warner Chilcott Management Case;

reviewed the Actavis-Adjusted Warner Chilcott Management Case and discussed with the management of Actavis its assessments as to the relative likelihood of achieving the future financial results reflected in the Warner Chilcott Management Case and the Actavis-Adjusted Warner Chilcott Management Case;

reviewed the 2013 Actavis Guidance and the Actavis Public Forecasts;

reviewed certain estimates as to the amount and timing of cost savings and tax benefits (the Synergies) anticipated by the management of Actavis to result from the transaction;

discussed with the management of Actavis its assessment as to the products, product candidates and technology of Warner Chilcott;

discussed the past and current business, operations, financial condition and prospects of Warner Chilcott with members of senior managements of Warner Chilcott and Actavis, and discussed the past and current business, operations, financial condition and prospects of Actavis with members of senior management of Actavis;

reviewed the potential pro forma financial impact of the transaction on the future financial performance of New Actavis, including the potential effect on New Actavis' estimated earnings per share;

reviewed the trading histories for Warner Chilcott shares and Actavis common stock and a comparison of such trading histories with each other and with the trading histories of other companies BofA Merrill Lynch deemed relevant;

compared certain financial and stock market information of Warner Chilcott and Actavis with similar information of other companies BofA Merrill Lynch deemed relevant;

compared certain financial terms of the transaction to financial terms, to the extent publicly available, of other transactions BofA Merrill Lynch deemed relevant;

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reviewed the Transaction Agreement, the Expenses Reimbursement Agreement, the Rule 2.5 Announcement and certain related documents; and

performed such other analyses and studies and considered such other information and factors as BofA Merrill Lynch deemed appropriate.

In arriving at its opinion, BofA Merrill Lynch assumed and relied upon, without independent verification, the accuracy and completeness of the financial and other information and data publicly available or provided to or otherwise reviewed by or discussed with it and relied upon the assurances of the managements of Actavis and Warner Chilcott that they were not aware of any facts or circumstances that would make such information or data inaccurate or misleading in any material respect. With respect to the Actavis-Adjusted Warner Chilcott Management Case and the Synergies, BofA Merrill Lynch assumed, at the direction of Actavis, that they were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of Actavis as to the future financial performance of Warner Chilcott and the other matters covered thereby and, based on the assessments of the management of Actavis as to the relative likelihood of achieving the future financial results reflected in the Warner Chilcott Management Case and the Actavis-Adjusted Warner Chilcott Management Case, BofA Merrill Lynch relied, at the direction of Actavis, on the Actavis-Adjusted Warner Chilcott Management Case for purposes of its opinion. BofA Merrill Lynch relied, at the direction of Actavis, on the assessment of the

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management of Actavis as to New Actavis' ability to achieve the Synergies and was advised by Actavis, and assumed that the Synergies will be realized in the amounts and at the times projected. BofA Merrill Lynch was advised by Actavis and assumed that the Actavis Public Forecasts are a reasonable basis upon which to evaluate the future financial performance of Actavis and, at the direction of the management of Actavis, BofA Merrill Lynch used the Actavis Public Forecasts in performing its analyses. BofA Merrill Lynch did not make and was not provided with any independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of Warner Chilcott or Actavis, nor did it make any physical inspection of the properties or assets of Warner Chilcott or Actavis. Except to the extent reflected in the Actavis-Adjusted Warner Chilcott Management Case at Actavis' direction BofA Merrill Lynch did not take into account any potential financial impact of the governmental investigations or litigations to which Warner Chilcott is subject and assumed that any such financial impact would not be material to its analyses or opinion. In addition, at Actavis' direction, BofA Merrill Lynch did not take into account for purposes of its analyses any costs arising as a result of taxes that may be payable in connection with the transactions. BofA Merrill Lynch did not evaluate the solvency or fair value of Warner Chilcott or Actavis under any state, federal or other laws relating to bankruptcy, insolvency or similar matters. BofA Merrill Lynch assumed, at the direction of Actavis, that the transaction would be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary governmental, regulatory and other approvals, consents, releases and waivers for the transaction, no delay, limitation, restriction or condition, including any divestiture requirements or amendments or modifications, would be imposed that would have an adverse effect on Actavis, or the contemplated benefits of the transaction.

BofA Merrill Lynch expressed no view or opinion as to any terms or other aspects of the transaction (other than the Actavis exchange ratio to the extent expressly specified in its opinion), including, without limitation, the form or structure of the transaction. BofA Merrill Lynch's opinion was limited to the fairness, from a financial point of view, to the holders of Actavis common stock of the Actavis exchange ratio (taking into account the acquisition), and no opinion or view was expressed with respect to any consideration received in connection with the transaction by the holders of any other class of securities, creditors or other constituencies of any party. In addition, no opinion or view was expressed with respect to the fairness (financial or otherwise) of the amount, nature or any other aspect of any compensation to any of the officers, directors or employees of any party to the transaction, or class of such persons, relative to the New Actavis ordinary shares to be received by holders of Actavis common stock in the transaction. Furthermore, no opinion or view was expressed as to the relative merits of the transaction in comparison to other strategies or transactions that might be available to Actavis or in which Actavis might engage or as to the underlying business decision of Actavis to proceed with or effect the transaction. BofA Merrill Lynch did not express any opinion as to what the value of New Actavis ordinary shares actually would be when issued or the prices at which New Actavis ordinary shares, Actavis common stock or Warner Chilcott shares would trade at any time, including following announcement or effective time. In addition, BofA Merrill Lynch expressed no opinion or recommendation as to how any shareholder should vote or act in connection with the transaction or any related matter. Except as described above, Actavis imposed no other limitations on the investigations made or procedures followed by BofA Merrill Lynch in rendering its opinion.

BofA Merrill Lynch's opinion was necessarily based on financial, economic, monetary, market and other conditions and circumstances as in effect on, and the information made available to BofA Merrill Lynch as of, the date of its opinion. It should be understood that subsequent developments may affect its opinion, and BofA Merrill Lynch does not have any obligation to update, revise or reaffirm its opinion. The issuance of BofA Merrill Lynch's opinion was approved by BofA Merrill Lynch's Americas Fairness Opinion Review Committee.

The following represents a brief summary of the material financial analyses presented by BofA Merrill Lynch to Actavis' board of directors in connection with its opinion. The financial analyses summarized below include information presented in tabular format. In order to fully understand the financial analyses performed by BofA Merrill Lynch, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses performed by BofA Merrill Lynch. Considering the data set forth in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the financial analyses performed by BofA Merrill Lynch.

### *Summary of Material Financial Analyses*

#### *Selected Publicly Traded Companies Analysis*

**Warner Chilcott.** In performing a selected publicly traded companies analysis of Warner Chilcott, BofA Merrill Lynch reviewed publicly available financial and stock market information for Warner Chilcott and the following seven publicly traded companies in the pharmaceuticals industry which, based on its professional judgment and experience, BofA Merrill Lynch deemed most relevant to consider in relation to Warner Chilcott:

Endo Health Solutions, Inc.;



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Jazz Pharmaceuticals Public Limited Company;

Questcor Pharmaceuticals, Inc.;

Salix Pharmaceuticals, Ltd.;

Shire plc;

United Therapeutics Corporation; and

Valeant Pharmaceuticals International, Inc.

BofA Merrill Lynch reviewed, among other things, per share equity values of the selected companies as a multiple of 2013 and 2014 estimated earnings per share (commonly referred to as EPS) or P/E. BofA Merrill Lynch also reviewed enterprise values of the selected companies, calculated as equity values plus debt, plus minority interest, less cash, as a multiple of 2013 and 2014 estimated earnings before interest, taxes, depreciation and amortization, commonly referred to as Adjusted EBITDA, or Enterprise Value / Adjusted EBITDA. The per share values of the selected companies used for this analysis were based on the closing share prices of the selected companies on May 17, 2013. The estimated financial data used by BofA Merrill Lynch for the selected publicly traded companies were from publicly available research analysts' estimates.

BofA Merrill Lynch then applied a reference range of 2013 EPS multiples of 8.0x to 10.0x and a reference range of 2014 EPS multiples of 7.5x to 9.5x, in each case derived by BofA Merrill Lynch based on its review of the selected companies, to Warner Chilcott's 2013 and 2014 estimated EPS (non-U.S. GAAP). BofA Merrill Lynch also applied a reference range of 2013 Adjusted EBITDA multiples of 7.0x to 8.5x and 2014 Adjusted EBITDA multiples of 6.5x to 8.5x, in each case derived by BofA Merrill Lynch based on its review of the selected companies, to Warner Chilcott's 2013 and 2014 estimated Adjusted EBITDA. The estimated financial data utilized by BofA Merrill Lynch for Warner Chilcott were from the Actavis-Adjusted Warner Chilcott Management Case.

This analysis indicated the following approximate implied per share equity value reference ranges for Warner Chilcott (rounded to the nearest \$0.25 per share), as compared to:

the implied value, as of May 19, 2013, of the consideration payable per ordinary share of Warner Chilcott, which is referred to as the Implied Value of the Consideration,

the implied value as of 12:07 p.m. eastern time on May 10, 2013, the time prior to the publication of a media report of a potential transaction between Actavis and Warner Chilcott, of the consideration payable per ordinary share of Warner Chilcott, which is referred to as the Unaffected Implied Value of the Consideration, and

the value of an ordinary share of Warner Chilcott as of 12:07 p.m. eastern time on May 10, 2013, which is referred to as the Unaffected Warner Chilcott Share Price:

	Implied Value	Unaffected	Unaffected
	of the	Implied	Warner
Implied Per Share Equity Value Reference Ranges for Warner Chilcott	Consideration	Value of the	Chilcott
2013E		Consideration	Share Price



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Non-U.S. GAAP EPS	2014E Non-U.S. GAAP EPS	2013E Adj. EBITDA	2014E Adj. EBITDA			
\$25.50 - \$32.00	\$19.25 - \$24.50	\$19.50 - \$26.25	\$12.25 - \$20.00	\$	20.08	\$ 17.24 \$ 15.49

No company used in this analysis is identical or directly comparable to Warner Chilcott. Accordingly, an evaluation of the results of this analysis is not entirely mathematical. Rather, this analysis involves complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the public trading or other values of the companies to which Warner Chilcott were compared.

Actavis. In performing a selected publicly traded companies analysis of Actavis, BofA Merrill Lynch reviewed publicly available financial and stock market information for Actavis and the following six publicly traded companies in the generic pharmaceuticals industry which, based on its professional judgment and experience, BofA Merrill Lynch deemed most relevant to consider in relation to Actavis.

Akorn, Inc.;

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Hospira Inc.;

Impax Laboratories, Inc.;

Mylan Inc.;

Perrigo Co.; and

Teva Pharmaceutical Industries Limited.

BofA Merrill Lynch reviewed, among other things, per share equity values, of the selected companies as a multiple of 2013 and 2014 estimated EPS. BofA Merrill Lynch also reviewed enterprise values of the selected companies, calculated as equity values plus debt, plus minority interest, less cash, as a multiple of 2013 and 2014 estimated Adjusted EBITDA. The per share values of the selected companies used for this analysis were based on closing share prices of the selected companies on May 17, 2013 (other than Mylan, Inc., which is based on the closing stock price on May 13, 2013, the last trading day before media reports of an offer by Mylan to acquire Actavis). The estimated financial data used by BofA Merrill Lynch for the selected publicly traded companies were from publicly available research analysts' estimates.

BofA Merrill Lynch then derived reference ranges of 2013 EPS multiples, 2014 EPS multiples, 2013 Adjusted EBITDA multiples and 2014 Adjusted EBITDA multiples, in each case based on its review of the selected companies. BofA Merrill Lynch then compared these reference ranges of multiples to corresponding multiples implied for Actavis based on its stock price at 12:07 p.m. eastern time on May 10, 2013:

	Reference Ranges of Multiples	Implied Multiples for Actavis Based on Stock Price at 12:07 p.m. eastern time on May 10, 2013
<u>Per Share Equity Value as a Multiple of:</u>		
Estimated Calendar Year 2013E EPS	12.0x - 16.0x	13.0x
Estimated Calendar Year 2014E EPS	10.0x - 14.0x	11.5x
<u>Enterprise Value as a Multiple of:</u>		
Estimated Calendar Year 2013E Adj. EBITDA	10.0x - 12.0x	10.4x
Estimated Calendar Year 2014E Adj. EBITDA	9.5x - 11.5x	9.1x

No company used in this analysis is identical or directly comparable to Actavis. Accordingly, an evaluation of the results of this analysis is not entirely mathematical. Rather, this analysis involves complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the public trading or other values of the companies to which Actavis were compared.

*Selected Precedent Transactions Analysis*

BofA Merrill Lynch reviewed, to the extent publicly available, financial information relating to the following 17 selected transactions involving companies in the pharmaceutical industry, which, based on its professional judgment and experience, BofA Merrill Lynch deemed relevant to consider in relation to Warner Chilcott and the transaction:

Target	Acquiror	Announcement Date
Actient Holdings LLC	Auxilium Pharmaceuticals, Inc.	4-29-2013
Medicis Pharmaceutical Corporation	Valeant Pharmaceuticals International, Inc.	9-3-2012

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ISTA Pharmaceuticals, Inc.	Bausch & Lomb Incorporated	3-26-2012
Cephalon, Inc.	Teva Pharmaceutical Industries Ltd.	5-2-2011
King Pharmaceuticals, Inc.	Pfizer Inc.	10-12-2010
Biovail Corporation	Valeant Pharmaceuticals International	6-21-2010
Solvay Pharmaceutical	Abbott Laboratories	9-28-2009
Sepracor Inc.	Dainippon Sumitomo Pharma Co., Ltd.	9-3-2009

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Target	Acquiror	Announcement Date
P&G Pharmaceuticals	Warner Chilcott plc	8-24-2009
Alpharma Inc.	King Pharmaceuticals, Inc.	11-24-2008
Sciele Pharma, Inc.	Shionogi & Co., Ltd.	9-1-2008
Axcan Pharma Inc.	TPG Capital	11-29-2007
Reliant Pharmaceuticals, Inc.	GlaxoSmithKline plc	11-21-2007
3M Pharmaceutical Business in U.S., Canada, and Latin America	Graceway Pharmaceuticals, LLC	11-9-2006
Kos Pharmaceuticals, Inc.	Abbott Laboratories	11-5-2006
Schwarz Pharma AG	UCB SA	9-26-2006
Altana Pharma AG	Nycomed AG	9-21-2006

BofA Merrill Lynch reviewed transaction values, calculated as the enterprise value implied for the target company based on the consideration payable in the selected transaction, as a multiple of the target company's last 12 months, or LTM, EBITDA. This analysis indicated mean and median multiples for Enterprise Value / LTM EBITDA of 8.6x and 7.8x, respectively.

BofA Merrill Lynch then applied Enterprise Value / LTM EBITDA multiples of 6.0x to 8.0x derived from the selected transactions to Warner Chilcott's LTM Adjusted EBITDA through March 31, 2013. The financial data used by BofA Merrill Lynch for the selected transactions were based on publicly available information at the time of announcement of the relevant transaction. The financial data utilized by BofA Merrill Lynch for Warner Chilcott were derived from Warner Chilcott's public filings with the SEC. This analysis indicated the following approximate implied per share equity value reference range for Warner Chilcott (rounded to the nearest \$0.25 per share), as compared to (i) the Implied Value of the Consideration, (ii) the Unaffected Implied Value of the Consideration, and (iii) the Unaffected Warner Chilcott Share Price:

Implied Per Share Equity Value Reference	Implied Value of the Consideration	Unaffected Implied Value of the Consideration	Unaffected Warner Chilcott Share Price
Range for Warner Chilcott			
\$19.25 - \$30.00	\$ 20.08	\$ 17.24	\$ 15.49

No company, business or transaction used in this analysis is identical or directly comparable to Warner Chilcott or the transaction. Accordingly, an evaluation of the results of this analysis is not entirely mathematical. Rather, this analysis involves complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the acquisition or other values of the companies, business segments or transactions to which Warner Chilcott or the transaction were compared.

*Discounted Cash Flow Analysis*

**Warner Chilcott.** BofA Merrill Lynch performed a discounted cash flow analysis of Warner Chilcott to calculate the estimated present value of the standalone unlevered, after-tax free cash flows that Warner Chilcott was forecasted to generate from the second quarter of 2013 through fiscal year 2017 as reflected in the Actavis-Adjusted Warner Chilcott Management Case. BofA Merrill Lynch also calculated terminal values for Warner Chilcott by applying a perpetuity growth rate, based on its professional judgment given the nature of Warner Chilcott, its business and its industry, of negative 2.5% to negative 0.5% to projected unlevered, after-tax free cash flows in the terminal year. The cash flows and terminal values were then discounted to present value as of March 31, 2013 using discount rates ranging from 8.0% to 10.0%, which were based on an estimate of Warner Chilcott's weighted average cost of capital, to derive a range of implied enterprises values for Warner

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Chilcott. A range of implied equity values for Warner Chilcott was calculated by reducing the range of implied enterprise values by the amount of Warner Chilcott's net debt (debt less cash and cash equivalents) as of March 31, 2013. This analysis indicated the following approximate implied per share equity value reference range for Warner Chilcott (rounded to the nearest \$0.25 per share), as compared to (i) the Implied Value of the Consideration, (ii) the Unaffected Implied Value of the Consideration, and (iii) the Unaffected Warner Chilcott Share Price:

Implied Per Share Equity Value Reference	Implied Value	Unaffected Implied Value	Unaffected Warner Chilcott Share Price
Range for Warner Chilcott LTM EBITDA	of the Consideration	of the Consideration	
\$17.00 - \$28.00	\$ 20.08	\$ 17.24	\$ 15.49

**Actavis.** BofA Merrill Lynch performed a discounted cash flow analysis of Actavis to calculate the estimated present value of the standalone unlevered, after-tax free cash flows that Actavis was forecasted to generate from the second quarter of 2013 through fiscal year 2017 based on the Actavis Public Forecasts. BofA Merrill Lynch also calculated terminal values for Actavis by applying a perpetuity growth rate, based on its professional judgment given the nature of Actavis, its business and its industry, of 0.0% to 1.0% to projected unlevered, after-tax free cash flows in the terminal year. The cash flows and terminal values were then discounted to present value as of March 31, 2013 using discount rates ranging from 6.5% to 8.0%, which were based on an estimate of Actavis' weighted average cost of capital, to derive a range of implied enterprises values for Actavis. A range of implied equity values for Actavis was calculated by reducing the range of implied enterprise values by the amount of Actavis' net debt (debt less cash and cash equivalents plus minority interest) as of March 31, 2013. This analysis indicated the following approximate implied per share equity value reference range for Actavis rounded to the nearest \$0.25 per share:

Implied Per Share Equity Value Reference Range for Actavis

\$112.25 - \$178.25

*Value Creation Analysis Based on Discounted Cash Flow*

BofA Merrill Lynch performed a value creation analysis by comparing the implied equity value of Actavis based on the discounted cash flow analysis described above to the portion of implied pro forma equity value of New Actavis after the transaction attributable to the equity ownership interest of Actavis stockholders.

To calculate the implied pro forma equity value of New Actavis, BofA Merrill Lynch summed (i) the mid-point of the discounted cash flow implied equity value of Actavis, (ii) the mid-point of the discounted cash flow implied intrinsic equity value of Warner Chilcott, (iii) the implied present value of expected operational synergies, as projected by the management of Actavis, discounted using a 9.0% discount rate and a negative 1.5% perpetuity growth rate (net of acquisition integration costs) and (iv) the implied present value of expected tax synergies, as projected by the management of Actavis, discounted using a 9.0% discount rate and a 0.5% perpetuity growth rate.

BofA Merrill Lynch then compared the portion of implied pro forma equity value of New Actavis calculated above attributable to the equity ownership interest of Actavis stockholders to the implied equity value of Actavis on a standalone basis derived from the discounted cash flow analysis described above, yielding an implied accretion in equity value to Actavis stockholders of 13%.

*Value Creation Analysis Based on Trading Multiples*

BofA Merrill Lynch also prepared a value creation analysis by comparing the price for a share of Actavis common stock at 12:07 p.m. eastern time on May 10, 2013, the time prior to the publication of a media report of a potential transaction between Actavis and Warner Chilcott, to the estimated pro forma market value per ordinary share of New Actavis after the transaction. BofA Merrill Lynch calculated a reference range of pro forma market values of New Actavis ordinary shares following the transaction by applying calendar year 2014 EPS multiples of 10.0x to 12.0x to estimated (non-U.S. GAAP) EPS for New Actavis for 2014. The estimated financial data utilized by BofA Merrill Lynch for New Actavis for 2014 were from the Actavis Public Forecasts and Actavis-Adjusted Warner Chilcott Management Case, reflects 75% of run-rate operational synergies, as projected by the management of Actavis, and per Actavis management assumes Actavis earnings before taxes taxed at 20% on a non-GAAP basis. This value creation analysis yielded an implied accretion in equity value to Actavis stockholders ranging from 16% to 40%.



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In rendering its opinion, BofA Merrill Lynch also reviewed and considered other factors, including (i) historical trading prices of Actavis common stock and Warner Chilcott ordinary shares during the one-year period ended May 10, 2013, the day a media report of a potential transaction between Actavis and Warner Chilcott was published noting that the low and high closing prices during such period were \$10.91 and \$17.86, respectively; and (ii) selected analyst price targets found in publicly available equity research as of May 19, 2013, noting that the low and high share price targets ranged, when rounded to the nearest \$0.25 per share, from \$14.00 to \$23.00.

*Miscellaneous*

As noted above, the discussion set forth above is a summary of the material financial analyses presented by BofA Merrill Lynch to Actavis board of directors in connection with its opinion and is not a comprehensive description of all analyses undertaken by BofA Merrill Lynch in connection with its opinion. The preparation of a financial opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a financial opinion is not readily susceptible to partial analysis or summary description. BofA Merrill Lynch believes that its analyses summarized above must be considered as a whole. BofA Merrill Lynch further believes that selecting portions of its analyses and the factors considered or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying BofA Merrill Lynch's analyses and opinion. The fact that any specific analysis has been referred to in the summary above is not meant to indicate that such analysis was given greater weight than any other analysis referred to in the summary.

In performing its analyses, BofA Merrill Lynch considered industry performance, general business and economic conditions and other matters, many of which are beyond the control of Actavis and Warner Chilcott. The estimates of the future performance of New Actavis, Actavis and Warner Chilcott in or underlying BofA Merrill Lynch's analyses are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than those estimates or those suggested by BofA Merrill Lynch's analyses. These analyses were prepared solely as part of BofA Merrill Lynch's analysis of the fairness, from a financial point of view, to the holders of Actavis common stock of the Actavis exchange ratio (taking into account the acquisition) and were provided to Actavis' board of directors in connection with the delivery of BofA Merrill Lynch's opinion. The analyses do not purport to be appraisals or to reflect the prices at which a company might actually be sold or the prices at which any securities have traded or may trade at any time in the future. Accordingly, the estimates used in, and the ranges of valuations resulting from, any particular analysis described above are inherently subject to substantial uncertainty and should not be taken to be BofA Merrill Lynch's view of the actual values of New Actavis, Actavis or Warner Chilcott.

The type and amount of consideration payable in the transaction was determined through negotiations between Actavis and Warner Chilcott, rather than by any financial advisor, and was approved by Actavis' board of directors. The decision to enter into the Transaction Agreement was solely that of Actavis' board of directors. As described above, BofA Merrill Lynch's opinion and analyses were only one of many factors considered by Actavis' board of directors in its evaluation of the proposed transaction and should not be viewed as determinative of the views of Actavis' board of directors or management with respect to the transaction or the Actavis exchange ratio.

Actavis has agreed to pay BofA Merrill Lynch for its services in connection with the transaction an aggregate fee of \$10.5 million, \$2 million of which was payable in connection with its opinion and the remainder of which is contingent upon the completion of the transaction. In negotiating the fee payable to BofA Merrill Lynch, Actavis considered the fact that it intended to engage two financial advisors and, taking into account its financial analysis of the transaction, the fees that it expected should be payable to its financial advisors in the aggregate. Actavis also has agreed to reimburse BofA Merrill Lynch for its expenses incurred in connection with BofA Merrill Lynch's engagement and to indemnify BofA Merrill Lynch, any controlling person of BofA Merrill Lynch and each of their respective directors, officers, employees, agents and affiliates against specified liabilities, including liabilities under the federal securities laws.

BofA Merrill Lynch and its affiliates comprise a full service securities firm and commercial bank engaged in securities, commodities and derivatives trading, foreign exchange and other brokerage activities, and principal investing as well as providing investment, corporate and private banking, asset and investment management, financing and financial advisory services and other commercial services and products to a wide range of companies, governments and individuals. In the ordinary course of their businesses, BofA Merrill Lynch and its affiliates invest on a principal basis or on behalf of

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customers or manage funds that invest, make or hold long or short positions, finance positions or trade or otherwise effect transactions in the equity, debt or other securities or financial instruments (including derivatives, bank loans or other obligations) of New Actavis, Actavis, Warner Chilcott and certain of their respective affiliates.

BofA Merrill Lynch and its affiliates in the past have provided, currently are providing, and in the future may provide investment banking, commercial banking and other financial services to Actavis and have received or in the future may receive compensation for the rendering of these services, including having acted or acting as (i) financial advisor in connection with certain mergers and acquisitions transactions, (ii) book-running manager and/or arranger for various debt offerings and (iii) book-running manager, lead arranger and/or agent bank for, and lender under, certain credit facilities, as well as having provided or providing certain cash and treasury management services.

In addition, BofA Merrill Lynch and its affiliates in the past have provided, currently are providing, and in the future may provide investment banking, commercial banking and other financial services to Warner Chilcott and have received or in the future may receive compensation for the rendering of these services, including having acted or acting as (i) manager or arranger for various equity offerings and (ii) arranger and/or agent bank for, and lender under, certain credit facilities.

In selecting BofA Merrill Lynch as one of its financial advisors in connection with the transaction, Actavis considered, among other things, its qualifications, capabilities, and reputation for providing high-quality financial advisory services. In addition, BofA Merrill Lynch has a long-standing relationship and is familiar with Actavis and has substantial knowledge of and experience in the pharmaceutical sector. BofA Merrill Lynch is an internationally recognized investment banking firm which regularly engages in the valuation of businesses and their securities in connection with mergers and acquisitions, underwritings, competitive bids and private placements. For the foregoing reasons, Actavis selected BofA Merrill Lynch as one of its financial advisors.

***Opinion of Greenhill***

The full text of Greenhill's written opinion dated May 19, 2013, which contains the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex F to this proxy statement/prospectus and is incorporated herein by reference. The summary of Greenhill's opinion that follows is qualified in its entirety by reference to the full text of the opinion. You are urged to read the opinion in its entirety.

In arriving at its opinion, Greenhill, among other things:

reviewed the Rule 2.5 Announcement, the Transaction Agreement, the Expenses Reimbursement Agreement and certain related documents;

reviewed certain publicly available financial statements of Actavis and Warner Chilcott;

reviewed certain other publicly available business and financial information relating to Actavis and Warner Chilcott that Greenhill deemed relevant;

reviewed certain information, including the Warner Chilcott Management Case, prepared by the management of Warner Chilcott;

reviewed the Actavis-Adjusted Warner Chilcott Management Case, and discussed with the management of Actavis its rationale for the changes to the Warner Chilcott Management Case;

reviewed the Actavis Public Forecasts;



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discussed the past and present operations and financial condition and the prospects of Actavis with senior executives of Actavis;

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discussed the past and present operations and financial condition and the prospects of Warner Chilcott with Warner Chilcott's financial advisor;

reviewed the Synergies anticipated by the management of Actavis to result from the transaction;

reviewed the pro forma impact of the transaction on New Actavis earnings, cash flow, consolidated capitalization and financial ratios;

reviewed the historical market prices and trading activity for Actavis common stock and Warner Chilcott ordinary shares and analyzed their respective implied valuation multiples;

compared the value of the consideration to be paid in the acquisition with that paid in certain publicly available acquisition transactions that Greenhill deemed relevant;

compared the financial performance of Warner Chilcott with the trading valuations of certain publicly traded companies that Greenhill deemed relevant;

compared the value of the consideration to be paid in the acquisition to the valuation derived by discounting future cash flows and a terminal value of the business of Warner Chilcott based upon the Actavis-Adjusted Warner Chilcott Management Case discount rates Greenhill deemed appropriate;

compared a valuation of the shares of Actavis common stock derived by discounting future cash flows and a terminal value of the business of Actavis to a valuation of the New Actavis ordinary shares to be issued in the merger in exchange for shares of Actavis common stock derived by discounting future cash flows and a terminal value of the business of New Actavis after giving effect to the transactions, in each case applying discount rates Greenhill deemed appropriate;

compared certain market prices for Actavis common stock prior to the transactions to illustrative prices for New Actavis ordinary shares after giving effect to the transactions;

participated in discussions and negotiations among representatives of Actavis and its legal advisors and representatives of Warner Chilcott and its legal and financial advisors; and

performed such other analyses and considered such other factors as Greenhill deemed appropriate.

Greenhill's written opinion was addressed to the Actavis board of directors. It was not a recommendation to the Actavis board of directors as to whether it should approve the transaction, the Rule 2.5 Announcement or the Transaction Agreement, nor does it constitute a recommendation as to whether the stockholders of Actavis should approve the transaction or any other matter at any meeting of the shareholders convened in connection with the transaction. Greenhill has not expressed any opinion as to any aspect of the transactions contemplated by the Transaction Agreement other than the fairness, from a financial point of view, as of May 19, 2013, of the exchange ratio to the holders of Actavis common stock pursuant to the Transaction Agreement. Greenhill's opinion did not address in any manner the price at which Actavis common stock or New Actavis ordinary shares will trade at any future time. Greenhill's opinion did not address the amount or nature of any compensation to any officers, directors or employees of Actavis, or any class of such persons relative to the New Actavis ordinary shares to be received by holders of Actavis common stock in the transaction or with respect to the fairness of any such compensation. Greenhill was not requested to opine as to, and its opinion does not in any manner address, the relative merits of the transaction in comparison to any alternative transactions or strategies that might be available to Actavis or in which Actavis might engage or as to the underlying business decision of Actavis to proceed with or

effect the transaction.

In conducting its review and analysis and rendering its opinion, Greenhill assumed and relied on, without independent verification, the accuracy and completeness in all material respects of the information publicly available, supplied or otherwise made available to it by representatives and management of Actavis and Warner Chilcott for the purposes of its opinion and further relied on the assurances of representatives and management of Actavis and Warner Chilcott, as applicable, that they were not aware of any facts or circumstances that would make such information inaccurate or misleading.

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With respect to the 2013 Actavis Guidance, the Actavis-Adjusted Warner Chilcott Management Case, the Synergies and other data that have been furnished or otherwise provided to Greenhill, Greenhill assumed that such guidance, forecasts, Synergies, and data were reasonably prepared on a basis reflecting the best currently available estimates and good faith judgments of the management of Actavis as to those matters, and Greenhill relied upon such guidance, forecasts, Synergies, and data in arriving at its opinion. Greenhill was advised by Actavis and assumed that the Actavis Public Forecasts are a reasonable basis upon which to evaluate the future financial performance of Actavis and, at the direction of the management of Actavis, Greenhill used the Actavis Public Forecasts in arriving at its opinion. Greenhill expressed no opinion with respect to the 2013 Actavis Guidance, the Actavis-Adjusted Warner Chilcott Management Case, the Synergies, the Actavis Public Forecasts and other data or the assumptions upon which they are based. Except to the extent reflected in the Actavis-Adjusted Warner Chilcott Management Case, at Actavis' direction, Greenhill did not take into account any potential financial impact of the governmental investigations or litigation to which Warner Chilcott is subject and has assumed that any such financial impact would not be material to its analyses or opinion. In addition, at Actavis' direction, Greenhill did not take into account for purposes of its analyses any costs arising as a result of taxes that may be payable in connection with the transactions.

Greenhill did not make any independent valuation or appraisal of the assets or liabilities of Actavis or Warner Chilcott, nor was it furnished with any such appraisals. Greenhill assumed that the transaction will be consummated in accordance with the terms set forth in the Rule 2.5 Announcement and the Transaction Agreement and without waiver of any material terms or conditions set forth in the Rule 2.5 Announcement and the Transaction Agreement. Greenhill further assumed that all material governmental, regulatory and other consents and approvals necessary for the consummation of the transactions will be obtained without any effect on Actavis, Warner Chilcott, the transaction or the contemplated benefits of the transaction material to its analyses.

Greenhill's opinion is necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to it as of, the date of its opinion. It should be understood that subsequent developments may affect Greenhill's opinion, and Greenhill does not have any obligation to update, revise or reaffirm its opinion. The most recent market data used by Greenhill was as of May 17, 2013.

The following is a summary of the material financial and comparative analyses provided by Greenhill to the Actavis board of directors in connection with rendering its opinion described above. The summary set forth below does not purport to be a complete description of the analyses performed by Greenhill, nor does the order of analyses described represent relative importance or weight given to those analyses by Greenhill. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are not alone a complete description of Greenhill's analyses.

### *Selected Company Analysis*

Greenhill compared selected financial information, ratios and multiples for Warner Chilcott to the corresponding data for the following publicly traded companies selected by Greenhill:

Endo Health Solutions Inc.;

Forest Laboratories, Inc.;

Jazz Pharmaceuticals plc;

The Medicines Company;

Questcor Pharmaceuticals, Inc.

Salix Pharmaceuticals, Ltd.;

Shire plc;

United Therapeutics Corp.; and

Valeant Pharmaceuticals International, Inc.

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Although none of the selected companies is directly comparable to Warner Chilcott, Greenhill chose these companies because they are publicly traded companies in the specialty pharmaceutical industry with operations that, for purposes of Greenhill's analysis, may be considered similar or reasonably comparable to the operations of Warner Chilcott. However, because of the inherent differences between the business, operations and prospects of Warner Chilcott and those of the selected companies, Greenhill believed that it was inappropriate to, and therefore did not, rely solely on the numerical results of the selected company analysis. Accordingly, Greenhill also made qualitative judgments concerning differences between the business, financial and operating characteristics and prospects of Warner Chilcott and the selected companies that could affect the public trading values of each in order to provide a context in which to consider the results of the quantitative analysis. These qualitative judgments related primarily to the differing sizes, growth prospects, revenue mix, profitability levels and degree of operational risk between Warner Chilcott and the companies included in the selected company analysis. Greenhill also made judgments as to the relative comparability of the various valuation parameters with respect to those companies.

For each of the selected companies, Greenhill reviewed, among other information:

The ratio of enterprise value, which is referred to as EV, which was calculated as fully diluted equity value plus value of debt, plus minority interest, less cash and cash equivalents, as a multiple of estimated earnings from operations before interest expense, income taxes and depreciation and amortization, which is referred to as EBITDA, for 2013 and 2014; and

The ratio of fully diluted equity value to cash net income (excluding one-time items and amortization), which is referred to as Price to Earnings, for 2013 and 2014.

For purposes of these calculations, Greenhill utilized an equity value for each company derived by multiplying the number of fully diluted outstanding shares of that company as reported in its most recent SEC filings by the company's common stock closing share price on May 17, 2013. Greenhill compared financial information and calculated such ratios with respect to the selected companies and Warner Chilcott based on information it obtained from public filings and from consensus estimates as published by the Institutional Brokers Estimate System, which is referred to as IBES. The multiple ranges resulting from this analysis are summarized below:

	Implied Mean Multiples for Selected Companies	Implied Median Multiples for Selected Companies
<u>Warner Chilcott Comparables:</u>		
Price to Earnings Multiple		
2013E	18.6x	13.7x
2014E	13.4x	11.8x
EV to EBITDA Multiple		
2013E	12.4x	10.1x
2014E	9.4x	8.6x

From this data, and based on its professional judgment and experience in the pharmaceuticals industry, Greenhill derived ranges of multiples it deemed most meaningful for its analysis.

Greenhill then calculated a range of implied equity values of Warner Chilcott by (i) applying 2013 price to earnings multiples of 8.0x to 10.0x to Warner Chilcott's estimated 2013 net income based on IBES consensus estimates and Warner Chilcott's estimated 2013 net income from the Actavis-Adjusted Warner Chilcott Management Case and (ii) applying 2014 price to net income multiples of 7.5x to 9.5x to Warner Chilcott's estimated 2014 net income based on IBES consensus estimates and Warner Chilcott's estimated 2014 net income based on the Actavis-Adjusted Warner Chilcott Management Case. Greenhill also calculated a range of implied enterprise values for Warner Chilcott by (i) applying 2013 EV to EBITDA multiples of 7.0x to 9.0x to Warner Chilcott's estimated 2013 EBITDA based on IBES consensus estimates and Warner Chilcott's estimated 2013 EBITDA from the Actavis-Adjusted Warner Chilcott Management Case and (ii) applying 2014 EV to EBITDA multiples of 6.5x to 8.5x to Warner Chilcott's estimated 2014 EBITDA based on IBES consensus estimates and Warner Chilcott's estimated 2014 EBITDA from the Actavis-Adjusted Warner Chilcott Management Case. Greenhill then subtracted debt (approximately \$3.675 billion) and added cash (approximately \$290 million) to Warner Chilcott's implied enterprise value to arrive at its implied equity value. This analysis indicated the following ranges of implied prices per ordinary share of Warner Chilcott (all share prices are rounded to the nearest \$0.10):

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		Implied Price Per Ordinary Share of Warner Chilcott
<u>Price to Earnings Multiples</u>		
8.0x	10.0x 2013E Net Income (IBES)	\$26.10 - \$32.60
8.0x	10.0x 2013E Net Income (Actavis-Adjusted Warner Chilcott Management Case)	\$25.00 - \$31.20
7.5x	9.5x 2014E Net Income (IBES)	\$23.40 - \$29.50
7.5x	9.5x 2014E Net Income (Actavis-Adjusted Warner Chilcott Management Case)	\$19.10 - \$24.10
<u>Enterprise Value to EBITDA Multiples</u>		
7.0x	9.0x 2013E EBITDA (IBES)	\$20.40 - \$29.80
7.0x	9.0x 2013E EBITDA (Actavis-Adjusted Warner Chilcott Management Case)	\$19.40 - \$28.60
6.5x	8.5x 2014E EBITDA (IBES)	\$15.10 - \$23.70
6.5x	8.5x 2014E EBITDA (Actavis-Adjusted Warner Chilcott Management Case)	\$12.20 - \$19.90

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To determine the implied price per ordinary share of Warner Chilcott reflected above, Greenhill assumed a fully diluted share count based on 250.9 million shares outstanding, 2.3 million stock units outstanding and 6.5 million options outstanding at a weighted average exercise price of \$11.38. Greenhill compared these ranges of implied prices per share to (i) the implied value of the consideration payable per ordinary share of Warner Chilcott as of May 19, 2013, (the Implied Value of the Consideration ), and (ii) the price per ordinary share of Warner Chilcott as of 12:07 p.m. Eastern Daylight Time on May 10, 2013, the time prior to the publication of a media report of a potential transaction between Actavis and Warner Chilcott (the Unaffected Warner Chilcott Share Price ).

*Discounted Cash Flow Analysis*

Greenhill performed a discounted cash flow analysis of Warner Chilcott on a standalone basis using the Actavis-Adjusted Warner Chilcott Management Case for the second quarter of 2013 through 2017. Greenhill calculated a range of implied present values of the standalone, unlevered, after-tax free cash flows that Warner Chilcott was forecasted to generate from April 1, 2013 through December 31, 2017. Greenhill also calculated estimated terminal values for Warner Chilcott, as of December 31, 2017, by applying perpetuity growth rates ranging from negative 3.0% to negative 1.0% to the standalone, unlevered, after-tax free cash flows that Warner Chilcott was forecasted to generate in 2017. Greenhill then added the net present values of the standalone, unlevered, after-tax free cash flows for the second quarter of 2013 through 2017 to the present value of the estimated terminal values, in each case discounted to March 31, 2013, using discount rates ranging from 8.0% to 9.0%, to derive a range of implied enterprise values for Warner Chilcott. Greenhill then calculated a range of implied present values per share of Warner Chilcott ordinary stock by subtracting Warner Chilcott's debt amount (approximately \$3.675 billion) and adding Warner Chilcott's cash and cash equivalents (approximately \$290 million) to the range of implied enterprise values that it derived for Warner Chilcott, and divided the results by the number of fully diluted shares of Warner Chilcott ordinary shares as of March 31, 2013, which were calculated using the methodology described above. The discount rates and perpetuity growth rates used in this analysis were selected based on Greenhill's application of its professional judgment and expertise. This analysis implied the range of prices per ordinary share of Warner Chilcott (rounded to the nearest \$0.10) of \$18.70 - \$26.60. Greenhill compared this range of implied prices per share to the Implied Value of the Consideration and the Unaffected Warner Chilcott Share Price.

*Precedent Transaction Analysis*

Greenhill performed an analysis of selected precedent change-in-control transactions since November 2007 with values greater than \$1 billion involving specialty pharmaceutical organizations that in Greenhill's judgment were relevant for its analysis. The following table identifies the 16 transactions reviewed by Greenhill in this analysis, which is referred to as the Precedent Transactions:

<b>Target</b>	<b>Purchaser</b>	<b>Announcement Month and Year</b>
Medicis Pharmaceutical Corporation	Valeant Pharmaceuticals International, Inc.	September 2012
Par Pharmaceutical Companies, Inc.	TPG Capital	July 2012
Actavis, Inc.	Watson Pharmaceuticals Inc.	April 2012
Nycomed A/S	Takeda Pharmaceutical Company Limited	May 2011
Cephalon, Inc.	Teva Pharmaceutical Industries Ltd.	May 2011
King Pharmaceuticals Inc.	Pfizer, Inc.	October 2010



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			<b>Announcement</b>
	<b>Target</b>	<b>Purchaser</b>	<b>Month and Year</b>
	Biovail Corporation	Valeant Pharmaceuticals International	June 2010
	Solvay Pharmaceuticals	Abbott Laboratories	September 2009
	P&G Pharmaceutical Business	Warner Chilcott plc	August 2009
	Stiefel Laboratories, Inc.	GlaxoSmithKline plc	April 2009
	Sepracor Inc.	Dainippon Sumitomo Pharma Co., Ltd.	September 2009
	Alpharma Inc.	King Pharmaceuticals, Inc.	November 2008
	Sciele Pharma, Inc.	Shionogi & Co., Ltd.	September 2008
	Barr Pharmaceuticals, Inc.	Teva Pharmaceutical Industries Ltd.	July 2008
	Axcan Pharma Inc.	TPG Capital	November 2007
	Reliant Pharmaceuticals, Inc.	GlaxoSmithKline plc	November 2007

Although Greenhill analyzed the multiples implied by the Precedent Transactions, none of the Precedent Transactions or associated companies is identical to the transaction or to Warner Chilcott. Accordingly, Greenhill's analysis of the Precedent Transactions necessarily involved complex considerations and judgments concerning the differences in financial and operating characteristics, the parties involved and terms of their transactions and other factors that would necessarily affect the implied value of Warner Chilcott versus the values of the companies in the Precedent Transactions. In evaluating the Precedent Transactions, Greenhill made judgments and assumptions concerning industry performance, general business, economic, market and financial conditions and other matters. Greenhill also made judgments as to the relative comparability of those companies to Actavis and judgments as to the relative comparability of the various valuation parameters with respect to the companies.

Using publicly available information for the Precedent Transactions, Greenhill reviewed the consideration paid in each such transaction and analyzed the transaction value implied by such consideration as a multiple of last 12 months (LTM) EBITDA. The following table summarizes the reference range of valuation multiples for all Precedent Transactions Greenhill derived from the Precedent Transactions:

	Implied Mean Multiples for Precedent Transactions	Implied Median Multiples for Precedent Transactions
Transaction Value to LTM EBITDA	9.4x	8.3x

From this data Greenhill derived a range of multiples of 6.5x to 8.5x based on its professional judgment and experience in the pharmaceutical industry and applied such range of multiples to Warner Chilcott's EBITDA for the last 12-month period ended March 31, 2013, which resulted in a range of implied enterprise values for Warner Chilcott. Greenhill then subtracted debt (approximately \$3,675 million) and added cash (approximately \$290 million) to Warner Chilcott's implied enterprise value to arrive at a range of implied equity values. This analysis resulted in a range of prices per ordinary share of Warner Chilcott of \$21.90 - \$32.60, which were calculated using the methodology described above, and rounded to the nearest \$0.10. Greenhill compared this range of implied prices per share to the Implied Value of the Consideration and the Unaffected Warner Chilcott Share Price.

*Premiums Paid Analyses*

Greenhill performed an analysis of the premiums paid in the Precedent Transactions discussed above under *Precedent Transaction Analysis* which involved target companies in the specialty pharmaceuticals industry that in Greenhill's judgment were relevant for its analysis. Although Greenhill analyzed the premiums implied by the selected transactions, none of these transactions or associated companies is identical to the transaction or to Warner Chilcott.

Using publicly available information at the time of the announcement of the relevant transaction, including company filings and third-party transaction databases, Greenhill reviewed the consideration paid in the Precedent Transactions and analyzed the premium of the consideration in each such transaction over the closing price of the target company on the last trading day before the announcement of the applicable transaction and the closing prices one week and one month before the announcement of the applicable transaction. In situations where abnormal price movements prior to announcement were observed by Greenhill, the premiums calculated were based on the closing share prices of the target on

the trading days one day, one week and one month prior to the abnormal price movements.

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For the Precedent Transactions, Greenhill observed that the mean and median premium over the closing price of the target one day prior to the announcement was 39.0% and 39.2%, respectively, the mean and median premium over the average closing share price of the target one week prior to announcement was 40.2 and 41.2%, respectively, and the mean and median premium over the average closing share price of the target one month prior to announcement was 40.4 and 46.4%, respectively.

Greenhill then selected a representative range of premiums from 35% to 40% and applied this range of premiums to (i) the Unaffected Warner Chilcott Share Price, and (ii) the closing price per share of Warner Chilcott ordinary shares one day and one week prior to May 10, 2013, the date of media reports of a potential transaction between Actavis and Warner Chilcott, which is referred to as the unaffected price date. Greenhill also selected a representative range of premiums from 40% to 45% and applied this range of premiums to the closing price per share of Warner Chilcott ordinary shares one month prior to the unaffected price date. This analysis implied a range of prices per ordinary share of Warner Chilcott of \$19.00 - \$21.70. Greenhill compared this range of implied prices per share to the Implied Value of the Consideration and the Unaffected Warner Chilcott Share Price.

### *Value Creation Analysis Based on Discounted Cash Flow*

Greenhill performed a value creation analysis to determine the impact of the transaction on the intrinsic equity value of Actavis common stock owned by Actavis stockholders. A discounted cash flow analysis was performed to calculate the estimated present intrinsic equity value of the standalone unlevered, after-tax free cash flows of each of Actavis and Warner Chilcott, based upon the applicable items set forth in the Actavis Public Forecasts and the Actavis-Adjusted Warner Chilcott Management Case, as well as Actavis management's projected anticipated operational synergies and tax benefits, net of the projected corresponding costs of such synergies.

Greenhill performed a discounted cash flow analysis of Actavis on a standalone basis using the Actavis Public Forecasts for the second quarter of 2013 through 2017. Greenhill calculated a range of implied present values of the standalone, unlevered, after-tax free cash flows that Actavis was forecasted to generate from April 1, 2013, through December 31, 2017. Greenhill also calculated estimated terminal values for Actavis, as of December 31, 2017, by applying perpetuity growth rates ranging from negative 0.5% to 0.5% to the standalone, unlevered, after-tax free cash flows that Actavis was forecasted to generate in 2017. Greenhill then added the net present values of the standalone, unlevered, after-tax free cash flows for the second quarter of 2013 through 2017 to the implied present value of the estimated terminal value, in each case discounted to March 31, 2013, using discount rates ranging between 7.0% and 8.0%, to derive a range of implied enterprise values for Actavis. Greenhill then calculated a range of present values of Actavis common stock by subtracting Actavis' debt (approximately \$6,456 million) and Actavis non-controlling interest (approximately \$18 million) and adding Actavis' cash and cash equivalents (approximately \$337 million) to the range of implied enterprise values that it derived for Actavis. The discount rates and perpetuity growth rates used in this analysis were selected based on Greenhill's application of its professional judgment and expertise.

To calculate the pro forma intrinsic equity value of New Actavis, Greenhill summed (i) the mid-point of the discounted cash flow implied equity value range of Actavis, (ii) the mid-point of the discounted cash flow implied equity value range of Warner Chilcott (iii) the implied present value of the range of expected operational synergies, as projected by the management of Actavis, discounted using a 8.5% discount rate and a perpetuity growth rate range of negative 3.0% to negative 1.0% (net of acquisition integration costs) and (iv) the implied present value of the range of expected tax synergies, as projected by the management of Actavis, discounted using a 7.5% discount rate and a perpetuity growth rate range of negative 0.5% to 0.5%.

Greenhill then compared the value differential between Actavis stockholders' 76.8% ownership of the pro forma intrinsic equity value of New Actavis to Actavis' standalone intrinsic equity value as derived from (i) the discounted cash flow analysis of Actavis discussed above, (ii) the price per share of Actavis common stock as of May 17, 2013, and (iii) the price per share of Actavis as of 12:07 p.m. Eastern Daylight Time on May 10, 2013, which is referred to as the Unaffected Actavis Share Price. This analysis indicated the following ranges of implied gain in equity value to Actavis stockholders:

#### Range of Implied Gain to Actavis Stockholders as

Actavis Standalone Equity Value derived from:	Measured by Intrinsic Equity Value
Discounted Cash Flow Analysis of Actavis	19.2% - 20.0%
Price of Actavis Common Stock as of May 17, 2013	8.0% - 25.9%
Unaffected Actavis Share Price	25.9% - 46.7%



**Table of Contents***Value Creation Analysis Based on Trading Multiples*

Greenhill reviewed the potential value creation of the transaction for Actavis stockholders by comparing the Unaffected Share Price of Actavis with the potential pro forma market value as of December 31, 2013, of one New Actavis ordinary share after the transaction. Greenhill calculated a potential market value of one share of Actavis common stock, on a standalone basis, by multiplying estimated cash earnings per share (excluding amortization and one-time items) (EPS) for Actavis for 2014 as reflected in the Actavis Public Forecasts by a 2014 EPS forward multiple of 12.9x, which was derived from 2013 IBES consensus estimates published prior to the date of the Unaffected Share Price for Actavis on a standalone basis. Greenhill also calculated a reference range of potential pro forma market values of New Actavis ordinary shares following the merger by multiplying the estimated EPS for New Actavis for 2014 by 2014 EPS forward multiples of (i) 11.1x, which is a blended multiple derived from the weighted average of the 2013 IBES consensus estimates for Actavis and Warner Chilcott, both published prior to the date of the Unaffected Share Price and (ii) 12.9x, which was derived from 2013 IBES consensus estimates for Actavis on a standalone basis published prior to the date of the Unaffected Share Price. Estimated financial data utilized by Greenhill for New Actavis for 2014 were based on the Actavis Public Forecasts, Actavis-Adjusted Warner Chilcott Management Case and expected operational and tax synergies, as provided by the management of Actavis. This analysis yielded the implied gain in equity value to Actavis stockholders set forth in the table below:

	Estimated Percentage Premium to the Unaffected Share Price of Actavis
Implied Value of:	
Actavis Common Stock (Stand Alone Basis)	11.6%
New Actavis Ordinary Share (Blended Multiple)	31.3%
New Actavis Ordinary Share (Standalone Actavis Multiple)	52.0%

Greenhill also reviewed the potential value creation of the transactions for Actavis stockholders by comparing the Unaffected Share Price of Actavis with a range of potential pro forma market values of one New Actavis ordinary share after giving effect to the transactions. Greenhill calculated a reference range of enterprise values of New Actavis ordinary shares following the transactions by applying estimated EV to EBITDA multiples ranging from 8.0x to 12.0x, based on the range of EV to EBITDA multiples in the Selected Company Analysis described above, to estimated EBITDA for New Actavis for 2014. Greenhill then calculated a range of implied equity values per share of New Actavis ordinary shares by subtracting New Actavis pro forma debt (approximately \$10,131 million, without giving effect to any reductions in outstanding indebtedness arising from the completion of the transaction) and pro forma noncontrolling interest (approximately \$18 million) and adding New Actavis pro forma cash and cash equivalents (approximately \$627 million) to the range of implied enterprise values that it derived for New Actavis, and divided the results by the pro forma number of outstanding shares of New Actavis provided by the management of Actavis. Estimated financial data utilized by Greenhill for New Actavis for 2014 were from the Actavis Public Forecasts, the Actavis-Adjusted Warner Chilcott Management Case and expected operational and tax synergies, as provided by the management of Actavis. This analysis resulted in an implied range of prices per ordinary share of New Actavis of \$102.25 - \$180.35. Greenhill compared this range of implied prices per share to the Unaffected Actavis Share Price.

Greenhill also performed a value creation analysis to determine the impact of the transactions on the intrinsic equity value of Actavis common stock owned by Actavis stockholders by comparing the value of the Actavis stockholders' 76.8% ownership of the pro forma intrinsic equity value of New Actavis and Actavis' standalone intrinsic equity value. Greenhill calculated a range of implied enterprise values for Actavis, on a standalone basis, by applying a range of 2014 EV to EBITDA multiples of 9.0x to 11.0x to Actavis' estimated 2014 EBITDA from the Actavis Public Forecasts. Greenhill then subtracted debt (approximately \$6,456 million) and noncontrolling interest (approximately \$18 million) and added cash (approximately \$337 million) to Actavis' implied enterprise value to arrive at a range of implied equity values for Actavis.

Greenhill then calculated a range of implied enterprise values for New Actavis by applying a range of 2014 EV to EBITDA multiples of 9.0x to 11.0x to New Actavis' estimated 2014 EBITDA giving effect to potential operational and tax synergies. Greenhill then subtracted pro forma debt (approximately \$10,131 million) and pro forma noncontrolling interest (approximately \$18 million) and added pro forma cash (approximately \$627 million) to New Actavis' implied

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enterprise values to arrive at a range of implied equity values for New Actavis. Estimated financial data of New Actavis were from the Actavis Public Forecasts, estimated financial data of Warner Chilcott were from the Actavis-Adjusted Warner Chilcott Management Case, and potential operational and tax synergies were based on projections provided by the management of Actavis.

Greenhill then compared the value differential between Actavis stockholders' 76.8% ownership of the pro forma intrinsic equity value of New Actavis to Actavis' standalone intrinsic equity value. This analysis yielded an implied gain in equity value to Actavis stockholders of 15.2% - 15.4%.

### *Other Considerations*

The summary set forth above does not purport to be a complete description of the analyses performed by Greenhill, but simply describes, in summary form, the material analyses that Greenhill conducted in connection with rendering its opinion. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. In arriving at its opinion, Greenhill did not attribute any particular weight to any analyses or factors considered by it and did not form an opinion as to whether any individual analysis or factor, considered in isolation, supported or failed to support its opinion. Rather, Greenhill considered the totality of the factors and analyses performed in determining its opinion. Accordingly, Greenhill believes that the summary set forth above and its analyses must be considered as a whole and that selecting portions thereof, without considering all of its analyses, could create an incomplete view of the processes underlying its analyses and opinion. Greenhill based its analyses on assumptions that it deemed reasonable, including assumptions concerning general business and economic conditions and industry-specific factors. Analyses based on forecasts or projections of future results are inherently uncertain, as they are subject to numerous factors or events beyond the control of the parties or their advisors. Accordingly, Greenhill's analyses are not necessarily indicative of actual values or actual future results that might be achieved, which values may be higher or lower than those indicated. Moreover, Greenhill's analyses are not and do not purport to be appraisals or otherwise reflective of the prices at which businesses actually could be bought or sold. In addition, no company or transaction used in Greenhill's analysis as a comparison is directly comparable to Actavis or the contemplated transaction. Because these analyses are inherently subject to uncertainty, being based on numerous factors or events beyond the control of the parties or their respective advisors, neither Actavis nor any other person assumes responsibility if future results are materially different from those forecasts or projections.

The exchange ratio and the transaction consideration were determined through arms-length negotiations between Actavis and Warner Chilcott and were approved by the Actavis board of directors. Greenhill provided advice to Actavis' board of directors during these negotiations. Greenhill did not, however, recommend any specific exchange ratio or amount of consideration to Actavis or the Actavis board of directors or that any specific exchange ratio or amount of consideration constituted the only appropriate consideration for the transaction. Greenhill's opinion did not in any manner address the underlying business decision to proceed with or effect the transaction.

The Actavis board of directors retained Greenhill based on its qualifications and expertise in providing financial advice and on its reputation as a nationally recognized investment banking firm. During the two years preceding the date of this opinion, Greenhill has not been engaged by, performed any services for or received any compensation from Actavis, Warner Chilcott, New Actavis or MergerSub, other than amounts that were paid to it under the letter agreement pursuant to which Greenhill was retained as a financial advisor to Actavis in connection with the transaction.

Actavis has agreed to pay Greenhill a transaction fee of \$10 million of which \$2 million was paid in connection with delivery of the opinion and announcement of the transaction and the remainder of which is contingent on completion of the transaction. In negotiating the fee payable to Greenhill, Actavis considered the fact that it intended to engage two financial advisors and, taking into account its financial analysis of the transaction, the fees that it expected should be payable to its financial advisors in the aggregate. Actavis has also agreed to reimburse Greenhill for certain out-of-pocket expenses incurred by it in connection with its engagement and will indemnify Greenhill against certain liabilities that may arise out of its engagement.

Greenhill's opinion was one of the many factors considered by the Actavis board of directors in evaluating the transaction and should not be viewed as determinative of the views of the Actavis board of directors with respect to the transaction.

In selecting Greenhill as one of its financial advisors in connection with the transaction, Actavis considered, among other things, its qualifications, capabilities, and reputation for providing high-quality financial advisory services. In addition, Greenhill has a long-standing relationship and is familiar with Actavis and has substantial knowledge of and experience in the pharmaceutical sector. Greenhill is an internationally recognized investment banking firm which



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regularly engages in the valuation of businesses and their securities in connection with mergers and acquisitions, underwritings, competitive bids and private placements. For the foregoing reasons, Actavis selected Greenhill as one of its financial advisors.

### **Opinion of Warner Chilcott's Financial Advisor**

At the May 19, 2013 meeting of the Warner Chilcott board of directors, Deutsche Bank delivered its oral opinion to the Warner Chilcott board of directors, subsequently confirmed in writing as of the same date, that, based upon and subject to the assumptions, limitations, qualifications and conditions set forth in the opinion, as of the date of such opinion, the exchange ratio was fair, from a financial point of view, to the holders of Warner Chilcott shares.

**The full text of the written opinion of Deutsche Bank, dated May 19, 2013, which sets forth, among other things, the assumptions made, procedures followed, matters considered, and the limitations, qualifications and conditions of the review undertaken by Deutsche Bank in connection with the opinion, is attached to this joint proxy statement/prospectus as Annex G and is incorporated herein by reference. The summary of Deutsche Bank's opinion set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion. Deutsche Bank's opinion was approved and authorized for issuance by a Deutsche Bank fairness opinion review committee and was addressed to, and for the use and benefit of, the Warner Chilcott board of directors in connection with and for the purpose of its evaluation of the transaction. Deutsche Bank's opinion was limited to the fairness of the exchange ratio, from a financial point of view, to the holders of Warner Chilcott shares as of the date of the opinion. Deutsche Bank expressed no opinion as to what the value of the New Actavis ordinary shares will be when issued pursuant to the scheme or the price at which the New Actavis ordinary shares will trade at any time. Deutsche Bank's opinion did not address any other terms of the transaction or the Transaction Agreement. Deutsche Bank was not asked to, and Deutsche Bank's opinion did not, address the fairness of the transaction, or any consideration received in connection therewith, to the holders of any other class of securities, creditors, or other constituencies of Warner Chilcott, nor did it address the fairness of the contemplated benefits of the transaction. Deutsche Bank expressed no opinion as to the relative merits of the transaction as compared to any alternative transactions or business strategies. Nor did Deutsche Bank express an opinion, and Deutsche Bank's opinion does not constitute a recommendation, as to how any holder of Warner Chilcott shares should vote with respect to the scheme or whether or not any holder of Warner Chilcott shares should tender shares pursuant to the takeover offer implemented as an alternative to the scheme, if any. In addition, Deutsche Bank did not express any view or opinion as to the fairness, financial or otherwise, of the amount or nature of any compensation payable to or to be received by any of Warner Chilcott's officers, directors or employees, or any class of such persons, in connection with the transaction relative to the consideration to be received by the holders of Warner Chilcott shares.**

In connection with its role as financial advisor to Warner Chilcott, and in arriving at its opinion, Deutsche Bank reviewed certain publicly available financial and other information concerning Warner Chilcott and Actavis, and certain internal analyses, financial forecasts and other information relating to Warner Chilcott and Actavis prepared by the respective managements of Warner Chilcott and Actavis, including the Warner Chilcott Management Case, the Warner Chilcott Street Case and the Actavis Public Forecasts described above under *Warner Chilcott and Actavis Unaudited Prospective Financial Information* beginning on page [ ] of this joint proxy statement/prospectus. Deutsche Bank also held discussions with certain senior officers and other representatives and advisors of Warner Chilcott and Actavis regarding the business and prospects of Warner Chilcott and Actavis. In addition, Deutsche Bank:

reviewed the reported prices and trading activity for the Warner Chilcott shares and the Actavis common stock;

compared certain financial and stock market information for Warner Chilcott and Actavis with similar information for certain other companies Deutsche Bank considered relevant whose securities are publicly traded;

reviewed, to the extent publicly available, the financial terms of certain recent business combinations which Deutsche Bank deemed relevant;

reviewed the Transaction Agreement and certain related documents, including the Rule 2.5 Announcement issued in connection therewith;





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reviewed information relating to, and a range of estimates of, certain potential strategic, tax, financial and operational benefits anticipated to result from the transaction, based on public estimates and estimates prepared by the management of Actavis; and

performed such other studies and analyses and considered such other factors as Deutsche Bank considered appropriate. Deutsche Bank did not assume responsibility for independent verification of, and did not independently verify, any information, whether publicly available or furnished to it, concerning Warner Chilcott or Actavis, including, without limitation, any financial information considered in connection with the rendering of its opinion. Accordingly, for purposes of its opinion, Deutsche Bank, with the knowledge and permission of the Warner Chilcott board of directors, assumed and relied upon the accuracy and completeness of all such information. Deutsche Bank did not conduct a physical inspection of any of the properties or assets, and did not prepare, obtain or review any independent evaluation or appraisal of any of the assets or liabilities (including any contingent, derivative or off-balance-sheet assets or liabilities), of Warner Chilcott or Actavis or any of their respective subsidiaries, nor did it evaluate the solvency or fair value of Warner Chilcott under any law relating to bankruptcy, insolvency or similar matters.

Deutsche Bank was advised by the management of Warner Chilcott that the financial forecasts made available to Deutsche Bank regarding Warner Chilcott, referred to in this joint proxy statement/prospectus as the Warner Chilcott Management Case and described above under *Warner Chilcott and Actavis Unaudited Prospective Financial Information* beginning on page [ ] of this joint proxy statement/prospectus, were prepared for certain internal planning purposes and did not incorporate a risk adjustment related to potential loss of exclusivity on key marketed products or the approval of key pipeline products that were expected to be launched during the projection period. Accordingly, Deutsche Bank was directed by management of Warner Chilcott and by the Warner Chilcott board of directors to use in its analyses, and to rely primarily on, a set of forecasts based on publicly available consensus estimates of the future financial performance of Warner Chilcott for the calendar years 2013-2017, including (for the calendar years 2016 and 2017) financial forecasts extrapolated from publicly available forecasts, such estimates being referred to in this joint proxy statement/prospectus as the Warner Chilcott Street Case and described above under *Warner Chilcott and Actavis Unaudited Prospective Financial Information* beginning on page [ ] of this joint proxy statement/prospectus. Deutsche Bank was advised by the management of Warner Chilcott, and assumed, that these consensus estimates were reflective of potential risk adjustments related to the potential loss of exclusivity on key marketed products and the approval of key pipeline products that were expected to be launched during the projection period, and that such estimates were a reasonable basis upon which to evaluate the future financial performance of Warner Chilcott. With respect to Actavis, Deutsche Bank was instructed to use, and, with the permission and knowledge of the Warner Chilcott board of directors, used, a set of forecasts based on publicly available estimates of the future financial performance of Actavis provided to Deutsche Bank by the management of Actavis and its representatives referred to in this joint proxy statement/prospectus as the Actavis Public Forecasts and described under *Warner Chilcott and Actavis Unaudited Prospective Financial Information* beginning on page [ ] of this joint proxy statement/prospectus. Deutsche Bank was advised by the management of Actavis, and assumed, that the Actavis Public Forecasts were a reasonable basis upon which to evaluate the future performance of Actavis. Deutsche Bank assumed, with the consent of the Warner Chilcott board of directors, that the financial results reflected in the foregoing forecasts will be realized in the amounts and at the times projected. In rendering its opinion, Deutsche Bank expressed no view as to the reasonableness of such forecasts and projections or the assumptions on which they were based.

Deutsche Bank's opinion was necessarily based upon economic, market and other conditions as in effect on, and the information made available to it as of, the date of the opinion. Deutsche Bank expressly disclaimed any undertaking or obligation to advise any person of any change in any fact or matter affecting its opinion of which it becomes aware after the date of the opinion.

For purposes of rendering its opinion, Deutsche Bank assumed with the knowledge and permission of the Warner Chilcott board of directors that, in all respects material to its analysis, the transaction will be consummated in accordance with the terms of the Transaction Agreement, without any waiver, modification or amendment of any term, condition or agreement that would be material to its analysis. Deutsche Bank also assumed with the knowledge and permission of the Warner Chilcott board of directors that all material governmental, regulatory or other approvals and consents required in connection with the consummation of the transaction will be obtained and that in connection with obtaining any necessary governmental, regulatory or other approvals and consents, no restrictions, terms or conditions will be imposed that would be material to its analysis. Deutsche Bank is not a legal, regulatory, tax or accounting expert and relied on the assessments made by Warner Chilcott and its other advisors with respect to such issues.

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The following is a summary of the material financial analyses contained in the presentation that was made by Deutsche Bank to the Warner Chilcott board of directors on May 19, 2013, and that were used by Deutsche Bank in connection with rendering its opinion described above. The following summary, however, does not purport to be a complete description of the financial analyses performed by Deutsche Bank, nor does the order in which the analyses are described represent the relative importance or weight given to the analyses by Deutsche Bank. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of Deutsche Bank's financial analyses. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before May 17, 2013, and is not necessarily indicative of current market conditions.

### *Historical Exchange Ratio Analysis*

Deutsche Bank calculated, reviewed and analyzed the average historical exchange ratios implied by dividing the daily closing prices of the Warner Chilcott shares by those of the shares of Actavis common stock, over historical periods up to and including 12:08 PM Eastern Time on May 10, 2013, which we refer to as the "leak time", and as of May 17, 2013. The leak time corresponds to the release time of a news article stating that Actavis was in early talks to acquire Warner Chilcott. Using this time, Deutsche Bank calculated, and used for purposes of its analyses, the "unaffected price" of the Warner Chilcott shares and the shares of Actavis common stock, that is the price of these shares unaffected by the leak disclosing the potential transaction. As used herein and in Deutsche Bank's analysis, "unaffected price" means the average trading price of such shares calculated on a volume-weighted-average basis, from the market opening on May 10, 2013, to 12:08 PM Eastern Time on that date, which was \$15.47 for the Warner Chilcott shares and \$107.56 for the shares of Actavis common stock.

The results of this historical exchange ratio analysis are as follows:

	<b>Average Exchange Ratios</b>
Current (as of May 17, 2013)	0.1531
Warner Chilcott unaffected price and Actavis unaffected price	0.1438
5-day	0.1406
10-day	0.1380
1-month	0.1394
3-month	0.1487
6-month	0.1464

In addition, Deutsche Bank reviewed the range of exchange ratios over the 6-month period prior to the leak time. Deutsche Bank found that the exchange ratio ranged from 0.1238 to 0.1720 over that period. Deutsche Bank noted that the exchange ratio of 0.1600 fell within that range and was higher than each of the average exchange ratios implied by the calculations listed above.

### *Implied Exchange Ratio Analysis*

In assessing the fairness of the exchange ratio, Deutsche Bank derived values for each of Warner Chilcott and Actavis using several valuation methodologies, including a comparable companies analysis in which implied values are derived using valuation multiples from selected publicly-traded companies and a discounted cash flow analysis, each of which is described in more detail in the summaries set forth below. In its valuation analyses of Warner Chilcott, Deutsche Bank used both the Warner Chilcott Management Case (referred to in the table below as "WC Management") and the Warner Chilcott Street Case (referred to in the table below as "WC Street") for its estimates of future results. In its valuation analyses of Actavis, Deutsche Bank used the Actavis Public Forecasts (referred to in the table below as "A Street"). Each of these methodologies was used to generate implied per share valuation ranges on a fully diluted common share basis. For each methodology, an implied exchange ratio range was then calculated based on these implied per share valuation ranges.

The following table outlines the implied exchange ratios derived using each of these methodologies. With respect to any given range of exchange ratios, the low exchange ratio represents the ratio of the lowest value per Warner Chilcott share implied by such valuation (as described in greater detail in the summaries set forth below) and the highest value per share of Actavis common stock implied by such valuation (as described in greater detail in the summaries set forth below), and the high exchange ratio represents the ratio of the highest value per Warner Chilcott share implied by such valuation (as described in greater detail in the summaries set forth below) and the lowest value per share of Actavis common stock implied by such valuation (as described in greater detail in the summaries set forth below). The table should be read together with the more detailed summary of each of the valuation analyses set forth below.



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	<b>Implied Exchange Ratio</b>
<b><u>Trading Comparables Valuation</u></b>	
TEV/2013E EBITDA WC Management/A Street estimates	0.1202 - 0.2429
TEV/2014E EBITDA WC Management/A Street estimates	0.1102 - 0.2304
Price/2013E EPS WC Management/A Street estimates	0.1348 - 0.2696
Price/2014E EPS WC Management/A Street estimates	0.1269 - 0.2598
TEV/2013E EBITDA WC Street/A Street estimates	0.1176 - 0.2384
TEV/2014E EBITDA WC Street/A Street estimates	0.0917 - 0.1981
Price/2013E EPS WC Street/A Street estimates	0.1343 - 0.2686
Price/2014E EPS WC Street/A Street estimates	0.1215 - 0.2487
<b><u>Discounted Cash Flow Valuation</u></b>	
WC Management/A Street estimates	0.1403 - 0.2471
WC Street/A Street estimates	0.0969 - 0.1745

Deutsche Bank noted that the exchange ratio of 0.1600 fell within each of the above implied exchange ratio ranges.

*Public Trading Comparables Analysis Warner Chilcott*

Deutsche Bank reviewed and compared certain financial information and commonly used valuation measurements for Warner Chilcott to corresponding financial information and measurements for the following selected companies.

Endo Health Solutions Inc.

Salix Pharmaceuticals Ltd.

Jazz Pharmaceuticals Public Limited Company

United Therapeutics Corporation

Questcor Pharmaceuticals, Inc.

Although none of the selected companies is either identical or directly comparable to Warner Chilcott, the companies included were chosen because they are publicly traded companies with operations that, for purposes of analysis and based on Deutsche Bank's professional judgment and experience, may be considered similar to certain operations of Warner Chilcott. Accordingly, the selection and analysis of publicly traded comparable companies was not simply mathematical. Rather, it involved complex considerations and qualitative judgments, reflected in Deutsche Bank's opinion, concerning differences in financial and operating characteristics of the selected companies and other factors that could affect the public trading value of such companies.

With respect to each of the selected companies and Warner Chilcott, Deutsche Bank calculated the following trading multiples:

the multiple of total enterprise value ( TEV ) to estimated earnings before interest, taxes, depreciation and amortization ( EBITDA ), which we refer to as TEV/EBITDA , for calendar years 2013 and 2014; and

the multiple of price to estimated earnings per share (or, with respect to Warner Chilcott, estimated adjusted cash net income per share) ( EPS ), which we refer to as P/E , for calendar years 2013 and 2014.



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The trading multiples of the selected companies and Warner Chilcott were calculated using the closing prices of the common stock of the selected companies and the Warner Chilcott shares on May 17, 2013 and the unaffected price of the Warner Chilcott shares, and were based on: (i) the most recent publicly available information; and (ii) Institutional Brokers Estimate System consensus estimates as of May 17, 2013, for calendar years 2013 and 2014. The results of these analyses are summarized as follows:

	TEV/EBITDA		P/E	
	2013E	2014E	2013E	2014E
<b>Warner Chilcott</b>				
Current (as of May 17, 2013) (a)	6.8x	7.5x	5.8x	6.1x
Unaffected price (b)	6.0x	6.6x	4.6x	4.9x
<b>Selected Companies</b>				
High	11.2x	8.8x	17.5x	13.2x
Low	5.8x	4.0x	8.1x	7.8x
Mean	7.8x	6.7x	11.1x	9.7x
Median	7.5x	6.1x	9.5x	9.7x

(a) Warner Chilcott calculations based on publicly available information as of May 17, 2013.

(b) Warner Chilcott calculations based on publicly available information as of the leak time on May 10, 2013.

Based in part on the trading multiples described above and on its professional judgment and experience, Deutsche Bank selected certain reference ranges of multiples and calculated corresponding ranges of implied equity values per Warner Chilcott share as follows:

Deutsche Bank applied TEV/EBITDA multiples ranging from 5.5x to 7.0x to the estimated EBITDA of Warner Chilcott for the calendar years 2013 and 2014, as reflected in each of (i) the Warner Chilcott Management Case and (ii) the Warner Chilcott Street Case; and

Deutsche Bank applied P/E multiples ranging from 4.5x to 7.0x to the estimated adjusted cash net income per share of Warner Chilcott for the calendar years 2013 and 2014, as reflected in each of (i) the Warner Chilcott Management Case and (ii) the Warner Chilcott Street Case.

The ranges of approximate implied equity values per Warner Chilcott share resulting from the foregoing calculation are presented in the following table:

	Approximate Implied Value per Share
<b>WC Management Case</b>	
TEV/2013E EBITDA	\$13.99 - \$21.16
TEV/2014E EBITDA	\$13.52 - \$20.57
Price/2013E EPS (as defined)	\$15.08 - \$23.46
Price/2014E EPS (as defined)	\$14.80 - \$23.03
<b>WC Street Case</b>	
TEV/2013E EBITDA	\$13.68 - \$20.77
TEV/2014E EBITDA	\$11.26 - \$17.69
Price/2013E EPS (as defined)	\$15.03 - \$23.37
Price/2014E EPS (as defined)	\$14.17 - \$22.04

*Public Trading Comparables Analysis Actavis*

Deutsche Bank reviewed and compared certain financial information and commonly used valuation measurements for Actavis to corresponding financial information and measurements for the following selected companies:

Teva Pharmaceuticals Industries Limited

Mylan, Inc.

Perrigo Co.

Hospira Inc.

Although none of the selected companies is either identical or directly comparable to Actavis, the companies included were chosen because they are publicly traded companies with operations that, for purposes of analysis and based



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on Deutsche Bank's professional judgment and experience, may be considered similar to certain operations of Actavis. Accordingly, the selection and analysis of publicly traded comparable companies was not simply mathematical. Rather, it involved complex considerations and qualitative judgments, reflected in Deutsche Bank's opinion, concerning differences in financial and operating characteristics of the selected companies and other factors that could affect the public trading value of such companies.

With respect to each of the selected companies and Actavis, Deutsche Bank calculated the following trading multiples:

the TEV/EBITDA multiple for calendar years 2013 and 2014; and

the P/E multiple for calendar years 2013 and 2014.

The trading multiples of the selected companies and Actavis were calculated using the closing prices of the common stock of the selected companies and the Actavis shares on May 17, 2013 and the unaffected price of the Actavis shares, and were based on: (i) the most recent publicly available information; and (ii) Institutional Brokers' Estimate System consensus estimates as of May 17, 2013, for calendar years 2013 and 2014. The results of these analyses are summarized as follows:

	TEV/EBITDA		P/E	
	2013E	2014E	2013E	2014E
<b>Actavis</b>				
Current (as of May 17, 2013) (a)	11.4x	10.2x	15.0x	13.5x
Unaffected price (b)	10.3x	9.2x	12.9x	11.5x
<b>Selected Companies</b>				
High	12.9x	11.6x	19.5x	17.3x
Low	7.4x	6.9x	8.0x	7.4x
Mean	10.2x	9.5x	14.0x	12.9x
Median	10.3x	9.7x	14.3x	13.5x

(a) Actavis calculations based on publicly available information as of May 17, 2013.

(b) Actavis calculations based on publicly available information as of the leak time on May 10, 2013.

Based in part on the trading multiples described above and on its professional judgment and experience, Deutsche Bank selected certain reference ranges of multiples and calculated corresponding ranges of implied equity values per share of Actavis common stock as follows:

Deutsche Bank applied TEV/EBITDA multiples ranging from 9.0x to 11.0x and from 8.0x to 10.0x to the estimated EBITDA of Actavis for the calendar years 2013 and 2014, respectively, reflected in the Actavis Public Forecasts; and

Deutsche Bank applied P/E multiples ranging from 10.5x to 13.5x and from 9.5x to 12.5x to the estimated earnings per share of Actavis for the calendar years 2013 and 2014, respectively, reflected in the Actavis Public Forecasts.

The ranges of approximate implied equity values per Warner Chilcott share resulting from the foregoing calculation are presented in the following table

	Approximate Implied Value per Share
TEV/2013E EBITDA	\$87.15 - \$116.39
TEV/2014E EBITDA	\$89.29 - \$122.73

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Price/2013E EPS (as defined)	\$87.03 - \$111.89
Price/2014E EPS (as defined)	\$88.65 - \$116.64

**Table of Contents***Discounted Cash Flow Analysis Warner Chilcott*

Based on the Warner Chilcott Management Case estimates and the Warner Chilcott Street Case estimates, Deutsche Bank performed a discounted cash flow analysis to determine a range of implied present values per Warner Chilcott share as of March 31, 2013. Deutsche Bank calculated ranges of present values per Warner Chilcott share as the sum of (i) the present value of the estimated free cash flow per share for the nine months ended December 31, 2013 and for the years 2014 through 2017, using the midyear convention, using discount rates ranging from 8.0% to 10.0%, which were derived by Deutsche Bank utilizing a weighted average cost of capital analysis based on certain financial metrics, including betas, for Warner Chilcott and selected companies which exhibited similar characteristics to Warner Chilcott, and (ii) the present value of illustrative terminal values per share derived by applying EBITDA multiples ranging from 5.0x to 6.0x to Warner Chilcott's estimated EBITDA for 2017 and applying discount rates ranging from 8.0% to 10.0% to such terminal values. Deutsche Bank selected the terminal value multiples used in this analysis based upon the historical trading values and multiples of Warner Chilcott shares. Based on the above analysis, Deutsche Bank determined a range of present values per Warner Chilcott share of approximately \$22.34 to \$28.88 on the basis of the Warner Chilcott Management Case estimates and of approximately \$15.43 to \$20.39 on the basis of the Warner Chilcott Street Case estimates.

*Discounted Cash Flow Analysis Actavis*

Based on the Actavis Public Forecasts estimates, Deutsche Bank performed a discounted cash flow analysis to determine a range of implied present values per share of Actavis common stock as of March 31, 2013. Deutsche Bank calculated ranges of present values per share of Actavis common stock as the sum of (i) the present value of the estimated free cash flow per share for the nine months ended December 31, 2013 and for the years 2014 through 2017, using the midyear convention, using discount rates ranging from 7.0% to 9.0%, which were derived by Deutsche Bank utilizing a weighted average cost of capital analysis based on certain financial metrics, including betas, for Actavis and selected companies which exhibited similar characteristics to Actavis, and (ii) the present value of illustrative terminal values per share derived by applying EBITDA multiples ranging from 9.0x to 11.0x to Actavis' estimated EBITDA for 2017 and applying discount rates ranging from 7.0% to 9.0% to such terminal values. Deutsche Bank selected the terminal value multiples used in this analysis based upon the trading values and TEV/EBITDA multiples for the last 12 months of Actavis and of the selected companies described in the Public Trading Comparables Analysis above. Based on the above analysis, Deutsche Bank determined a range of present values per share of Actavis common stock of approximately \$116.88 to \$159.18.

*Additional Valuation Analyses Warner Chilcott**Historical Trading Analysis*

Deutsche Bank reviewed the historical closing trading prices for Warner Chilcott shares during the 52-week period ending at the leak time on May 10, 2013. The trading range over the 52-week period was between \$10.91 and \$16.44, adjusting pre-dividend trading prices to reflect the \$4.00 special dividend per share issued on August 31, 2012. Deutsche Bank also observed that the highest closing trading price for Warner Chilcott shares in the period between the leak time and May 17, 2013 was \$19.28.

*Analysts Price Targets*

Deutsche Bank reviewed, for reference and informational purposes, share price targets for Warner Chilcott shares reflected in latest publicly available equity research analyst reports issued both before and after the leak time. Deutsche Bank observed that, in the reports issued before the leak time, the targets ranged from \$14.50 to \$23.00 per share and, in the reports issued between the leak time and May 17, 2013, the targets ranged from \$14.50 to \$24.00 per share.

*Precedent Transaction Analysis*

Deutsche Bank reviewed the financial terms, to the extent publicly available, of the following selected completed business combination and similar transactions since September 2008, involving companies that Deutsche Bank deemed, in its professional judgment and experience, as comparable to Warner Chilcott in certain business and financial respects. The transactions reviewed were as follows:

<b>Date Announced</b>	<b>Acquirer</b>	<b>Target</b>
09/2012	Valeant Pharmaceuticals International, Inc.	Medicis Pharmaceuticals Corporation
05/2011	Teva Pharmaceutical Industries Ltd.	Cephalon, Inc.

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10/2010	Pfizer Inc.	King Pharmaceuticals, Inc.
06/2010	Valeant Pharmaceuticals International	Biovail Corporation (a)
09/2009	Abbott Laboratories	Solvay Pharmaceutical business
09/2009	Leo Pharma Inc.	Warner Chilcott (licensing rights)
09/2009	Dainippon Sumitomo Pharma Co.	Sepracor Inc.
08/2009	Warner Chilcott	P&G Global branded prescription pharmaceuticals business
04/2009	GlaxoSmithKline PLC	Stiefel Laboratories, Inc.
11/2008	King Pharmaceuticals, Inc.	Alpharma Inc.
09/2008	Shionogi & Co., Ltd.	Sciele Pharma, Inc.

- (a) Reverse merger between Valeant Pharmaceuticals International and Biovail Corporation shown as an acquisition by Valeant Pharmaceuticals International of Biovail Corporation for valuation analysis.

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Although none of the selected transactions is directly comparable to the transaction, the companies that participated in the selected transactions are such that, for purposes of analysis, the selected transactions may be considered similar to the transaction. Accordingly, the selection and analysis of precedent transactions was not simply mathematical. Rather, it involved complex considerations and qualitative judgments, reflected in Deutsche Bank's opinion, concerning differences between the characteristics of the selected transactions and the transaction that could affect the value of the subject companies and Warner Chilcott.

With respect to each selected transaction, Deutsche Bank calculated the multiple of the target's total enterprise value to its EBITDA for the 12-month period prior to announcement of the applicable transaction ( LTM ), which we refer to as TEV/LTM EBITDA, on the basis of certain publicly available information. The results of this analysis are summarized as follows:

<b>Selected Transactions</b>	<b>TEV/LTM EBITDA</b>
High	11.9x
Low	3.8x
Mean	7.6x
Median	8.0x

Based in part upon the multiples of the selected transactions described above and on its professional judgment and experience, Deutsche Bank calculated a range of estimated implied values per Warner Chilcott share by applying multiples of 6.0x to 8.0x to the estimated EBITDA of Warner Chilcott for the calendar year 2013, as reflected in the Warner Chilcott Management Case estimates. Deutsche Bank determined to use the estimated 2013 EBITDA rather than LTM EBITDA because estimated EBITDA is lower than LTM EBITDA. This analysis resulted in a range of implied values of approximately \$16.38 to \$25.95 per Warner Chilcott share. Deutsche Bank noted that the value of the consideration to be received in the transaction based on the unaffected price of Actavis common stock and on the closing price of Actavis common stock as of May 17, 2013, was \$17.21 and \$20.08, respectively, each of which is in the range of implied values from this analysis.

*Additional Valuation Analyses – Actavis**Historical Trading Analysis*

Deutsche Bank reviewed the historical closing trading prices for shares of Actavis common stock during the 52-week period ending at the leak time on May 10, 2013. The trading range over the 52-week period was between \$67.92 and \$107.56, represented by the unaffected price of the Actavis common stock. Deutsche Bank also observed that the highest closing trading price for shares of Actavis common stock in the period between the leak time and May 17, 2013 was \$125.50.

*Analysts Price Targets*

Deutsche Bank reviewed, for reference and informational purposes, share price targets for shares of Actavis common stock reflected in latest publicly available equity research analyst reports issued both before and after the leak time. Deutsche Bank observed that, in the reports issued before the leak time, the targets ranged from \$81.00 to \$128.00 per share and, in the reports issued between the leak time and May 17, 2013, the targets ranged from \$105.00 to \$140.00 per share.

**Table of Contents***Additional Analyses**Transaction Premia Analysis*

Deutsche Bank reviewed publicly available information relating to 19 selected stock-for-stock business combination transactions since 2009 that involved a U.S. publicly-traded target company with a total enterprise value of over \$1 billion in which the holders of equity in the target company received less than 40% of the pro-forma ownership of the combined entity. These transactions are referred to below as the selected premium transactions .

Although none of the selected premium transactions is directly comparable to the transaction, the size of the target and pro forma ownership of the target s equity holders in the selected premium transactions are such that, for purposes of analysis, Deutsche Bank believed in its professional judgment and experience that the selected premium transactions may be considered similar to the transaction.

With respect to each selected premium transaction, Deutsche Bank calculated the premium of the per-share consideration paid in such transaction, based on the applicable exchange ratio and the closing price of the acquirer s common stock one day prior to the announcement of the transaction, to the closing price of the target s common stock on the trading day prior to the announcement of the transaction (or, where applicable, prior to the date on which a leak or other disclosure of the potential transaction affected the price of the target s equity).

Deutsche Bank also calculated the premia of the per-share consideration to be paid in the transaction, based on the exchange ratio and each of the closing price of the Actavis shares as of May 17, 2013, and the unaffected price of the Actavis shares, to the unaffected price of the Warner Chilcott shares. The premia calculated on the basis of the closing price of the Actavis shares as of May 17, 2013, and of the unaffected price of the Actavis shares were equal to 29.8% and 11.2%, respectively.

Deutsche Bank noted that, of the 19 selected premium transactions, four had premia in the 10-20% range, corresponding to the premium to be paid in the transaction based on the unaffected price of the Actavis shares, and seven had premia in the 20-30% range, corresponding to the premium to be paid in the transaction based on the Actavis share price as of May 17, 2013.

*Illustrative Accretion/Dilution Analysis*

Deutsche Bank reviewed the potential pro-forma financial effect of the transaction on New Actavis projected earnings per share for calendar years 2014 and 2015. Estimated financial data were based on the Warner Chilcott Street Case estimates and the Actavis Public Forecasts estimates.

The accretion/dilution analysis indicated that the transaction could be accretive to Actavis projected standalone earnings per share in calendar years 2014 and 2015 whether or not including an illustrative amount of \$300 million in synergies per year that may result from the transaction. The results of this analysis are summarized as follows:

	<b>Pro-Forma EPS</b>	<b>EPS Accretion</b>
<u>Without Illustrative Synergies</u>		
2014	\$ 11.62	24.5%
2015	\$ 12.67	23.4%
<u>With Illustrative Synergies</u>		
2014	\$ 12.84	37.6%
2015	\$ 13.89	35.2%

The actual results achieved by the combined business after the effective time may vary from projected results and any such variation may be material.

Deutsche Bank noted that neither the transaction premia analysis nor the foregoing accretion/dilution analysis is a valuation methodology and each was presented merely for informational purposes.

*General*

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The preparation of a fairness opinion is a complex process involving the application of subjective business judgment in determining the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, is not readily susceptible to summary description. Deutsche Bank

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believes that its analyses must be considered as a whole and that considering any portion of such analyses and of the factors considered without considering all analyses and factors could create a misleading view of the process underlying the opinion. In arriving at its fairness determination, Deutsche Bank did not assign specific weights to any particular analyses.

In conducting its analyses and arriving at its opinion, Deutsche Bank utilized a variety of generally accepted valuation methods. The analyses were prepared solely for the purpose of enabling Deutsche Bank to provide its opinion to the Warner Chilcott board of directors as to the fairness, from a financial point of view, to the holders of Warner Chilcott shares, of the exchange ratio, as of the date of its opinion, and do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold, which are inherently subject to uncertainty. In connection with its analyses, Deutsche Bank made, and was provided by the managements of Warner Chilcott and Actavis with, numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of Deutsche Bank, Warner Chilcott or Actavis. Analyses based on estimates or forecasts of future results are not necessarily indicative of actual past or future values or results, which may be significantly more or less favorable than suggested by such analyses. Because such analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of Warner Chilcott, Actavis or their respective advisors, none of Warner Chilcott, Actavis, Deutsche Bank or any other person assumes responsibility if future results or actual values are materially different from these forecasts or assumptions.

The terms of the transaction, including the exchange ratio, were determined through arm's-length negotiations between Warner Chilcott and Actavis and were approved by the Warner Chilcott board of directors. Representatives of Deutsche Bank provided advice to Warner Chilcott during these negotiations; however, Deutsche Bank did not recommend any specific exchange ratio to Warner Chilcott or the Warner Chilcott board of directors, nor did Deutsche Bank advise that any specific exchange ratio constituted the only appropriate exchange ratio for the transaction. The decision to enter into the transaction was solely that of the Warner Chilcott board of directors. As described above, the opinion and presentation of Deutsche Bank to the Warner Chilcott board of directors were only one of a number of factors taken into consideration by the Warner Chilcott board of directors in making its determination to approve the Transaction Agreement and the transactions contemplated by it, including the transaction.

The Warner Chilcott board of directors selected Deutsche Bank as financial advisor in connection with the transaction based on Deutsche Bank's qualifications, expertise, reputation and experience in mergers and acquisitions. Pursuant to an engagement letter between Warner Chilcott and Deutsche Bank dated May 19, 2013, and as subsequently amended, Warner Chilcott agreed to pay Deutsche Bank an aggregate fee of \$12 million, of which \$3 million became payable upon the delivery of Deutsche Bank's opinion (or would have become payable upon Deutsche Bank advising Warner Chilcott that it was unable to render an opinion) and the remaining portion of which is contingent upon consummation of the transaction. Warner Chilcott has also agreed to reimburse Deutsche Bank for all reasonable fees, expenses and disbursements of Deutsche Bank's outside counsel and all of Deutsche Bank's reasonable travel and other documented out-of-pocket expenses incurred in connection with the transaction or otherwise arising out of the retention of Deutsche Bank under the engagement letter, in each case on the terms set forth in the engagement letter. Warner Chilcott has also agreed to indemnify Deutsche Bank and certain related persons against certain liabilities, including certain liabilities under the federal securities laws arising out of its engagement or the transaction.

Deutsche Bank is an internationally recognized investment banking firm experienced in providing advice in connection with mergers and acquisitions and related transactions. Deutsche Bank is an affiliate of Deutsche Bank AG, which, together with its affiliates, is referred to as the DB Group. One or more members of the DB Group have, from time to time, provided, and are currently providing, investment banking, commercial banking (including extension of credit) and other financial services to Actavis or its affiliates for which they have received compensation of approximately \$8.1 million since January 1, 2011, including having served as lender to Watson Pharmaceuticals, Inc., the predecessor to Actavis, in September 2011 on a \$500 million revolving credit facility; having served as lender to Watson Pharmaceuticals, Inc. in June 2012 on a \$1.8 billion term loan facility; having served as underwriter in September 2012 on an offering of \$3.9 billion aggregate principal amount of notes; and having served as financial advisor to the former Actavis plc in connection with its October 2012 sale to Watson Pharmaceuticals, Inc. In addition, one or more members of the DB Group have, from time to time, provided, and are currently providing, investment banking, commercial banking (including extension of credit) and other financial services to Warner Chilcott or its affiliates for which they have received compensation of approximately \$2.1 million since January 1, 2011, including having served as co-manager in March 2011 of a secondary offering of approximately \$580 million of Warner Chilcott shares; and having served as co-lead arranger and joint bookrunner in March 2011 on term loan and revolving credit facilities totaling \$3.25 billion. In connection with the consummation of the transaction, it is anticipated that indebtedness of Warner Chilcott which has been extended in part by one or more members of the DB Group will be repaid or refinanced. The DB Group may also provide investment and commercial banking services to New Actavis and its affiliates in the future, for which Deutsche Bank would expect the DB Group to receive compensation. In



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the ordinary course of business, members of the DB Group may actively trade in the securities and other instruments and obligations of Actavis, Warner Chilcott and their respective affiliates for their own accounts and for the accounts of their customers. Accordingly, the DB Group may at any time hold a long or short position in such securities, instruments and obligations.

### **Financing**

New Actavis intends to satisfy the cash components of the transaction (i.e., cash payments required under the Warner Chilcott Equity Award Holder Proposal) and pay certain transactional expenses on the closing date of the acquisition with cash on hand of New Actavis, Actavis and/or Warner Chilcott and drawings under available credit facilities.

Upon the consummation of the acquisition, New Actavis intends to refinance certain outstanding indebtedness of each of Actavis and Warner Chilcott with new indebtedness that may be incurred by New Actavis, Actavis, Warner Chilcott or any of their subsidiaries. As of the date of this joint proxy statement/prospectus, New Actavis and Actavis are in discussions with various financing sources with a view to obtaining financing commitments that will be available upon the closing of the acquisition to fund the refinancing. The final terms of any new credit facilities or debt securities or other aspects of the refinancing plan are still under discussion with financing sources and will depend on market and other conditions existing at the time the refinancing plan is finalized. Any commitments to provide financing may be subject to certain conditions (including the closing of the acquisition). There can be no assurances regarding the outcome or the scope of these discussions with financing sources. However, the consummation of the transaction is not conditioned upon the receipt of any financing.

### **Transaction Related Costs**

Actavis currently estimates that, upon the effective time, transaction-related costs incurred by the combined company, including fees and expenses relating to refinancing, will be approximately \$[ ].

### **Interests of Certain Persons in the Transaction**

#### *Actavis*

In considering the recommendation of the Actavis board of directors, you should be aware that certain directors and executive officers of Actavis will have interests in the proposed transaction that may be different from, or in addition to, the interests of Actavis stockholders generally and which may create potential conflicts of interest. These interests are described in more detail and quantified below. The Actavis board of directors was aware of these interests and considered them when it evaluated, negotiated and approved the Transaction Agreement and in making its recommendations to the stockholders of Actavis. Other than the interests described below, the proposed transaction should not have a material impact on the compensation and benefits payable to Actavis directors or named executive officers. However, Actavis expects to provide appropriate new retention and incentive arrangements for its executive officers shortly after the effective time, with the expectation that such awards will be provided in a manner that is not intended to trigger the excise tax under Section 4985 with respect to such awards.

#### *Description of Interests*

##### *Equity*

Pursuant to the Transaction Agreement, the common shares and equity awards held by the directors and executive officers of Actavis will be treated as follows: (a) each Actavis common share will be treated in accordance with the description in *The Transaction Agreement Transaction Consideration to Actavis Stockholders* beginning on page [ ] of this joint proxy statement/prospectus; (b) because of the adverse tax consequences of Section 4985, immediately prior to the effective time, each option held by Section 16 reporting officers and directors of Actavis will become fully vested and exercisable and will be converted into the right to receive a New Actavis ordinary share for each Actavis common share subject to the option immediately prior to the effective time net of any applicable exercise price and tax withholdings as more fully described in *The Transaction Agreement Treatment of Actavis Options and Other Actavis Equity Awards* beginning on page [ ] of this joint proxy statement/prospectus; and (c) because of the adverse tax consequences of Section 4985, immediately prior to the effective time, each share of Actavis restricted stock and each Actavis common share relating to a restricted share unit held by Section 16 reporting officers and directors of Actavis will become fully vested and will be converted into the right to receive a New Actavis ordinary share for each Actavis common share subject to the award immediately prior to the effective time net of applicable tax withholdings as more fully described in *The Transaction Agreement Treatment of Actavis Options and Other Actavis Equity Awards* beginning on page [ ] of this joint proxy statement/prospectus.



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With respect to the merger, Section 4985 imposes an excise tax (15% in 2013) on the value of certain equity compensation held at any time during the six months before and six months after the closing of the merger by individuals who were and/or are directors and executive officers of the parties to the transaction and subject to the reporting requirements of Section 16(a) of the Exchange Act during the same period. This excise tax applies to all payments (or rights to payment) granted to such persons by the party to the transaction to which the individual provides services and its affiliates in connection with the performance of such services if the value of such payment or right is based on (or determined by reference to) the value (or change in value) of stock in the applicable entity or its affiliates (excluding certain statutory incentive options and holdings in tax qualified plans), which would include any outstanding (i) unexercised vested or unvested nonqualified options, (ii) unvested restricted stock awards and (iii) other equity compensation, held by such directors and executive officers during this twelve month period and becomes effective contemporaneously with the closing of the transaction. However, the excise tax will not apply to (i) any option which is exercised on the expatriation date (closing date of the transaction) or during the six-month period before such date and to the shares acquired in such exercise, if income is recognized under Section 83 of the Internal Revenue Code on or before the expatriation date with respect to the shares acquired pursuant to such exercise and (ii) any other specified equity compensation which is exercised, sold, exchanged, distributed, cashed-out, or otherwise paid during such period in a transaction in which income, gain, or loss is recognized in full.

The Actavis board of directors carefully considered the potential impact of the imposition of Section 4985 excise tax on Actavis Section 16 reporting officers and directors, determining that the imposition of the tax would result in the affected individuals being deprived of a substantial portion of the value of their then-unvested equity awards. The board of directors further concluded that it would not be appropriate to permit a significant burden arising from a transaction that was in the interests of stockholders to be imposed on the individuals most responsible for consummating the transaction and ensuring the success of the combined companies. The board of directors then assessed and compared the relative costs and benefits of each of two possible approaches for mitigating the impact of the Section 4985 excise tax: (i) grossing-up the Section 16 reporting officers and directors for the Section 4985 excise taxes that would be payable by them as a result of the transaction, and (ii) accelerating the vesting of and/or canceling these officers and directors equity awards. In weighing these alternatives, the board considered that the compensation expense associated with accelerating the vesting of and/or canceling the equity awards of the Section 16 reporting officers and directors would be partially tax-deductible, while the entire expense of a Section 4985 excise tax gross-up would be non-tax deductible. The board also considered that, following the effective time, Actavis would be able to provide appropriate new incentive and retention arrangements for Actavis Section 16 reporting officers without triggering the Section 4985 excise tax.

The Actavis board of directors has determined that it is appropriate that each outstanding option to purchase Actavis common shares and all issued and outstanding awards of Actavis restricted stock and other equity awards held by its Section 16 reporting officers and directors shall, immediately prior to the effective time, become fully vested and exercisable and be cancelled and converted into the right to receive from New Actavis (i) with respect to each option to purchase Actavis common shares, the right to receive a number of New Actavis ordinary shares equal to the number of Actavis common shares subject to the option net of any applicable exercise price and applicable tax withholdings and (ii) with respect to each share of Actavis restricted stock and each other issued and outstanding Actavis equity award, the right to receive a number of New Actavis ordinary shares equal to the number of Actavis common shares subject to the Actavis restricted stock or equity award net of applicable tax withholdings. By accelerating the vesting and exercisability of such awards and distributing shares in cancellation of such awards, the affected Actavis directors and executive officers should not be subject to the Section 4985 excise tax.

**Quantification of Payments.** The estimated values of the common shares and equity awards held by the directors and executive officers of Actavis are quantified below. The values assume that the effective time occurs on December 31, 2013, that the directors and executive officers will not sell or acquire Actavis common shares or equity awards between the date of this joint proxy statement/prospectus and December 31, 2013. Further, the values were calculated using a price per share of \$128.06, the average closing market price of Actavis common shares over the first five business days following the first public announcement of the signing of proposed transaction on May 20, 2013. The value of each option is calculated as the difference between (a) \$128.06 and (b) its exercise price.

For non-employee directors, the estimated value of the Actavis common shares and equity awards currently vested or scheduled to vest before the assumed effective time is, for each of the following individuals: Mr. Bodine (\$1,633,021), Mr. Fedida (\$3,010,050), Mr. Feldman (\$2,395,786), Mr. Hummel (\$17,747,776), Ms. Klema (\$3,551,360), Mr. Michelson (\$776,556), Mr. Taylor (\$3,833,034), Mr. Turner (\$456,406) and Mr. Weiss (\$3,252,468); and the estimated value in respect of equity awards that are expected to vest and be converted into New Actavis ordinary shares at the effective time is, for Messrs. Bodine, Fedida, Feldman, Hummel, Michelson, Taylor, Turner and Weiss and Ms. Klema (\$240,369 each).

For named executive officers, the estimated aggregate value of the Actavis common shares and equity awards currently vested or scheduled to vest before the assumed effective time is, for each of the following individuals: Mr. Bisaro (\$69,779,675), Mr. Joyce (\$6,864,784), Mr. Stewart (\$2,505,366), Mr. Olafsson (\$2,124,259) and Mr. Buchen (\$8,782,992); and for the estimated value in respect of equity awards that are expected to vest and be converted into New Actavis ordinary shares at the effective time, see *Golden Parachute Compensation* below. For executive officers who are not named executive officers, the estimated aggregate value of the Actavis common shares and equity awards currently vested or scheduled to vest before the assumed effective time is approximately \$8.0 million; and the estimated aggregate value in respect of equity

awards that are expected to vest and be converted into New Actavis ordinary shares at the effective time is approximately \$29.8 million.

**Table of Contents***Indemnification and Insurance*

Pursuant to the terms of the Transaction Agreement, Actavis' directors and executive officers will be entitled to certain ongoing indemnification and coverage under directors' and officers' liability insurance policies from New Actavis. See *The Transaction Agreement Covenants and Agreements Directors and Officers Indemnification and Insurance* beginning on page [ ] of this joint proxy statement/prospectus.

*Other Compensation Matters*

The consummation of the transaction will not constitute a change of control under Actavis' equity plans or the employment agreements Actavis has entered into with its executive officers.

Other than as set forth in this section entitled *The Transaction Interests of Certain Persons in the Transaction Actavis* of this joint proxy statement/prospectus, the compensation of the board of directors of Actavis should not be materially affected by the merger.

*Golden Parachute Compensation*

The table below sets forth estimates of the compensation that is based on or otherwise relates to the merger and that may become payable to each of Actavis' named executive officers, assuming the consummation of the transaction occurred on December 31, 2013. See the footnotes to the tables for additional assumptions.

Actavis stockholders are being asked to approve, on a non-binding advisory basis, specified compensatory arrangements between Actavis and its named executive officers relating to the transaction (see *Actavis Stockholder Vote on Specified Compensatory Arrangements* beginning on page [ ] of this joint proxy statement/prospectus). Because the vote to approve such compensation is advisory only, it will not be binding on either Actavis or Warner Chilcott. Accordingly, if the Transaction Agreement is approved by Actavis stockholders and the merger is completed, the compensation will be payable, subject only to the conditions applicable thereto (which are described in the footnotes to this table), regardless of the outcome of the vote to approve such compensation.

Name	Equity Awards \$(1)
<b>Named Executive Officers</b>	
Paul M. Bisaro	40,074,200
R. Todd Joyce	10,704,344
Robert A. Stewart	17,586,776
Sigurdur O. Olafsson	21,125,115
David A. Buchen	11,318,775

- (1) The amounts in this column reflect the value of the accelerated vesting of the named executive officer's unvested equity awards that would occur immediately prior to the effective time, as provided by the Transaction Agreement. In connection with the merger, the named executive officers will be entitled to receive New Actavis ordinary shares in exchange for Actavis equity awards and not cash payments. The acceleration of these equity awards is deemed to be single-trigger because it will occur immediately prior to the effective time and is not conditioned upon a termination or resignation of service. The following table breaks down these amounts by type of award. The values in the following table assume that the named executive officers will not sell or acquire Actavis common shares or equity awards between the date of this joint proxy statement/prospectus and December 31, 2013 and were calculated using a price per share of \$128.06, the average closing market price of Actavis' common shares over the first five business days following the first public announcement of the signing of proposed transaction on May 20, 2013. The estimated aggregate value of these interests is approximately \$100.8 million net of any applicable exercise price, or approximately \$49.5 million net of any applicable exercise price and estimated tax withholdings.

Name	Stock Options \$(a)	Time-Based Restricted Stock \$(b)	Performance-Based Restricted Stock \$(b)	Performance-Based Restricted Share Units \$(c)	Total (\$)
Paul M. Bisaro		16,133,191	2,140,075	21,800,934	40,074,200
R. Todd Joyce		4,227,069	535,035	5,942,240	10,704,344

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Robert A. Stewart	3,090,000	6,988,170	701,449	6,807,157	17,586,776
Sigurdur O. Olafsson	6,180,000	7,516,674	642,029	6,786,412	21,125,115
David A. Buchen		4,841,500	535,035	5,942,240	11,318,775
<b>Total</b>					<b>100,809,210</b>

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- (a) The value of each unvested option is calculated in accordance with SEC rules as the difference between (a) \$128.06 (the price per share of Actavis common shares, as determined above) and (b) its exercise price.
- (b) Restricted stock awards subject to performance-based vesting have already been earned pursuant to their terms based on performance in fiscal years 2010 and 2011, and currently they are only subject to time-based vesting.
- (c) With respect to the restricted share units ( RSUs ) subject to performance-based vesting, the portion of the RSUs subject to an adjusted EBITDA performance goal have been earned at 103.4% for performance in 2012. The numbers in the table above do not include any adjustment to the EBITDA performance goal based on 2013 adjusted EBITDA. The portion of the RSUs subject to a total stockholder return, or TSR, performance goal are deemed earned at 150% for purposes of this table.

**Warner Chilcott**

In considering the recommendation of the Warner Chilcott board of directors, you should be aware that certain directors and executive officers of Warner Chilcott will have interests in the proposed transaction that may be different from, or in addition to, the interests of Warner Chilcott's shareholders generally and which may create potential conflicts of interest. These interests are described in more detail and quantified below. The Warner Chilcott board of directors was aware of these interests and considered them when it evaluated, negotiated and approved the Transaction Agreement and in making its recommendations to the shareholders of Warner Chilcott.

In addition to certain recent additions to its executive leadership team and board of directors, Warner Chilcott has experienced certain recent departures from its executive leadership team (including Marinus Johannes ( Hans ) van Zoonen, former President, Europe/International and Marketing, and Izumi Hara, former Senior Vice President, General Counsel and Secretary) and its board of directors (including Stephen Murray and Liam Fitzgerald). Pursuant to SEC rules, information regarding the interests of these former executive officers (who are each named executive officers of Warner Chilcott) and former non-employee directors is required to be provided in this joint proxy statement/prospectus, and therefore is included in the disclosure below as applicable. To the extent applicable, the equity holding information provided for each such individual is current as of the date that such individual ceased being an executive officer or director of Warner Chilcott, as applicable: Mr. van Zoonen (April 1, 2013); Ms. Hara (December 31, 2012); Mr. Murray (February 4, 2013); and Mr. Fitzgerald (May 2, 2013).

*Description of Interests**Equity*

Pursuant to the Transaction Agreement, the ordinary shares and equity awards held by the directors and executive officers of Warner Chilcott will be treated as follows: (a) each Warner Chilcott ordinary share will be treated in accordance with the description in *The Transaction Agreement Scheme Consideration to Warner Chilcott Shareholders*; (b) because of the adverse tax consequences of Section 4985, immediately prior to the effective time, each option held by Section 16 reporting officers and directors of Warner Chilcott will become fully vested and exercisable and will be converted into the right to receive 0.160 of a New Actavis ordinary share for each Warner Chilcott ordinary share subject to the option immediately prior to the effective time net of any applicable exercise price and applicable tax withholdings as more fully described in *The Transaction Agreement Treatment of Warner Chilcott Options and Other Warner Chilcott Equity Awards Treatment of Warner Chilcott Options* beginning on page [ ] of this joint proxy statement/prospectus; and (c) because of the adverse tax consequences of Section 4985, immediately prior to the effective time, each Warner Chilcott restricted ordinary share and each Warner Chilcott ordinary share relating to a restricted share unit held by Section 16 reporting officers and directors of Warner Chilcott will become fully vested and will be converted into the right to receive 0.160 of a New Actavis ordinary share for each

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Warner Chilcott ordinary share subject to the award immediately prior to the effective time net of applicable tax withholdings as more fully described in *The Transaction Agreement Treatment of Warner Chilcott Options and Other Warner Chilcott Equity Awards Treatment of Other Warner Chilcott Equity Awards* beginning on page [ ] of this joint proxy statement/prospectus. All performance is deemed to have been achieved at 100% of target upon a change in control. All dividend-equivalent cash bonus payments (or dividends, as applicable) that correspond to the award of such Warner Chilcott restricted ordinary shares and restricted share units will be paid immediately prior to the effective time.

Quantification of Payments. The estimated values of the ordinary shares and equity awards (including dividend-equivalent cash bonus payments (or dividends), as applicable) held by the directors and executive officers of Warner Chilcott are quantified below. The values assume that the effective time occurs on December 31, 2013, that the directors and executive officers will not sell or acquire Warner Chilcott ordinary shares or equity awards between the date of this joint proxy statement/prospectus and December 31, 2013 and that Warner Chilcott will not declare and pay a semi-annual dividend in the second half of 2013 (although no determination with respect thereto has been made). Further, the values were calculated using a price per share of \$20.08, the average closing market price of Warner Chilcott's ordinary shares over the first five business days following the first public announcement of the signing of the proposed transaction on May 20, 2013. The value of each option is calculated as the difference between (a) \$20.08 and (b) its exercise price. No value has been included for options with a per share exercise price greater than or equal to \$20.08 because underwater options will be cancelled without consideration.

For non-employee directors, the estimated value of the Warner Chilcott ordinary shares and equity awards currently vested or scheduled to vest before the assumed effective time is, for each of the following individuals: Mr. Bloem (\$744,172), Mr. Fitzgerald (\$214,464), Mr. King (\$27,701,974) and Mr. O Sullivan (\$493,420); and the estimated value in respect of equity awards that are expected to vest and be converted into New Actavis ordinary shares at the effective time is, for Messrs. Bloem, King and O Sullivan and Ms. Howson (\$159,497 each) (as noted above, for former directors, these values are based on equity holdings current as of the date that such individual ceased being a director of Warner Chilcott). For named executive officers, the estimated value of the Warner Chilcott ordinary shares and equity awards currently vested or scheduled to vest before the assumed effective time is, for each of the following individuals: Mr. Boissonneault (\$57,846,702), Mr. Herendeen (\$6,832,104), Mr. Howard (\$2,387,317), Mr. van Zoonen (\$2,489,675), and Ms. Hara (\$916,057) (as noted above, for former executive officers, these values are based on equity holdings current as of the date that such individual ceased being an executive officer of Warner Chilcott); and for the estimated value in respect of equity awards that are expected to vest and be converted into New Actavis ordinary shares at the effective time, see *Golden Parachute Compensation* below. For executive officers who are not named executive officers, the estimated aggregate value of the Warner Chilcott ordinary shares and equity awards currently vested or scheduled to vest before the assumed effective time is approximately \$14.4 million; and the estimated aggregate value in respect of equity awards that are expected to vest and be converted into New Actavis ordinary shares at the effective time is approximately \$12.5 million.

### *Individual Agreements*

Each of Warner Chilcott's executive officers is party to individual agreements that provide for certain compensation and benefits in the event that his or her employment is terminated by Warner Chilcott without Cause or by the executive for Good Reason (as such terms are defined in the applicable agreement) (each, a qualifying termination), at any time within one year or two years, as applicable, following the effective time, and, in certain cases for non-named executive officers, upon the effective time. Warner Chilcott's executive officers will be entitled to cash severance as follows: (a) if Mr. Howard or any of the executive officers who are not named executive officers experience a qualifying termination within one year following the effective time, such executive will be entitled to receive cash severance equal to the sum of one-and-one-half times (i) such executive's base salary in effect on the date of termination of employment and (ii) the annual cash bonus paid to such executive for the calendar year immediately preceding the year in which the date of termination occurs or (b) if Messrs. Boissonneault or Herendeen experience a qualifying termination within two years following the effective time, such executive will be entitled to receive a cash lump sum equal to the sum of two times (i) such executive's base salary in effect on the date of termination and (ii) the annual cash bonus paid to such executive for the calendar year immediately preceding the year in which the date of termination occurs.

Upon a qualifying termination that occurs during the periods described above, the executive officer would be entitled to continued health and welfare benefits for 12 months (Mr. Boissonneault) or 18 months (Mr. Howard and each of the executive officers who are not named executive officers) following termination of employment. Mr. Herendeen is not entitled to continued health and welfare benefits following termination of employment. Upon a qualifying termination that occurs during the periods described above, the executive officers subject to Section 4999 would be eligible to receive a reimbursement for the excise tax (if any) imposed on the executives under Section 4999 on the value of the payments and benefits that they would receive in connection with the scheme.



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**Quantification of Payments.** For an estimate of the value of the payments and benefits described above that would be payable to each of Warner Chilcott's named executive officers, see *Golden Parachute Compensation* below. The estimated aggregate value of the cash payments, the health and welfare benefits continuation and the tax reimbursement payments described above that would be payable to all of Warner Chilcott's executive officers who are not named executive officers if the effective time occurs on December 31, 2013 and all such executive officers experience a qualifying termination during the periods described above is approximately \$12.6 million.

### *Prorated Bonuses*

Pursuant to the Transaction Agreement, Warner Chilcott's employees (including its executive officers) will be entitled to receive, to the extent that such individual's 2013 bonus has not been previously paid and such individual experiences a qualifying termination, such individual's 2013 annual bonus (prorated through the date of termination of employment and based on actual performance).

**Quantification of Payments.** For an estimate of the payments described above that would be payable to each of Warner Chilcott's named executive officers, see *Golden Parachute Compensation* below. The estimated aggregate value of the prorated bonuses that would be payable to all of Warner Chilcott's executive officers who are not named executive officers if the effective time occurs on December 31, 2013 and all such executive officers experience a qualifying termination during the periods described above is approximately \$1.6 million.

### *Indemnification and Insurance*

Pursuant to the terms of the Transaction Agreement, the current and former directors and executive officers of Warner Chilcott will be entitled to certain ongoing indemnification and coverage for six years after the effective time. See *The Transaction Agreement Covenants and Agreements Directors and Officers Indemnification and Insurance* beginning on page [ ] of this joint proxy statement/prospectus.

### *Actavis or New Actavis Arrangements*

It is possible that, prior to the effective time, some or all of Warner Chilcott's executive officers may discuss or enter into agreements, arrangements or understandings with New Actavis or Actavis or any of their respective affiliates regarding their continuing employment with New Actavis, Actavis or one or more of their respective affiliates. However, as of the date of this joint proxy statement/prospectus, such discussions have not occurred and such agreements have not been entered into or discussed. No framework regarding compensation has been provided by New Actavis or Actavis beyond what is provided for in the Transaction Agreement (see *The Transaction Agreement Covenants and Agreements Employee Benefits* beginning on page [ ] of this joint proxy statement/prospectus for a summary of New Actavis' obligations to Warner Chilcott's employees during the first 18 months following the effective time).

### *Golden Parachute Compensation*

The table below sets forth estimates of the compensation that is based on or otherwise relates to the scheme and that may become payable to each of Warner Chilcott's named executive officers, assuming the effective time occurred on December 31, 2013, and, except for the named executive officers who are former executive officers, the executive officer experienced a qualifying termination on such date. See the footnotes to the tables for additional assumptions.

Warner Chilcott shareholders are being asked to approve, on a non-binding advisory basis, specified compensatory arrangements between Warner Chilcott and its named executive officers relating to the transaction (see *Warner Chilcott Shareholder Vote on Specified Compensatory Arrangements* beginning on page [ ] of this joint proxy statement/prospectus). Because the vote to approve such compensation is advisory only, it will not be binding on either Warner Chilcott or Actavis. Accordingly, if the Transaction Agreement is approved by Warner Chilcott shareholders and the scheme is consummated, the compensation will be payable, subject only to the conditions applicable thereto (which are described in the footnotes to this table), regardless of the outcome of the vote to approve such compensation.

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Name	Cash \$(1)	Equity Awards \$(2)	Perquisites/ Benefits \$(3)	Tax Reimbursement \$(4)	Total (\$)
<b>Current Executive Officers</b>					
Roger M. Boissonneault, President and Chief Executive Officer	5,625,784	13,582,266	25,000	5,233,902	24,466,952
Paul Herendeen, Executive Vice President and Chief Financial Officer	2,302,666	4,449,495		1,956,347	8,708,508
Alvin D. Howard, Senior Vice President Regulatory Affairs	969,249	1,698,930	37,500		2,705,679
<b>Former Executive Officers</b>					
Hans van Zoonen, Former President, Europe/International and Marketing (5)		780,120			780,120
Izumi Hara, Former Senior Vice President, General Counsel and Secretary (6)					

- (1) Pursuant to their employment agreements, if Messrs. Boissonneault or Herendeen experience a qualifying termination within two years following the effective time, such executive would be entitled to receive cash severance in an amount equal to the sum of two times (a) such executive's base salary in effect on the date of termination and (b) the annual cash bonus paid to such executive for the calendar year immediately preceding the year in which the date of termination occurs. The cash severance will be payable as a lump sum cash payment within 10 days after such executive's last day of active employment. As a condition to the receipt of these payments, Messrs. Boissonneault and Herendeen each agrees to deliver an irrevocable release of claims in favor of Warner Chilcott and not to compete or solicit customers or employees for a period of 24 months following his termination of employment.

Pursuant to his severance agreement, if Mr. Howard experiences a qualifying termination within one year following the effective time, he would be entitled to receive cash severance in an amount equal to the sum of one-and-one-half times (a) his base salary in effect on the date of termination and (b) the annual cash bonus paid to him for the calendar year immediately preceding the year in which the date of termination occurs. The cash severance will be payable in equal monthly installments over a period of 18 months, except that an amount equal to the first two installments will be paid as a lump sum on the date that the payments commence following the delivery by him of an irrevocable release of claims (described below). As a condition to the receipt of these payments, he agrees to deliver an irrevocable release of claims in favor of Warner Chilcott and not to compete or solicit customers or employees for a period of 18 months following his termination of employment.

Pursuant to the Transaction Agreement, Warner Chilcott's employees (including its named executive officers) will be entitled to receive, to the extent that such individual's 2013 bonus has not been previously paid and such individual experiences a qualifying termination, such individual's 2013 annual bonus (prorated through the date of termination of employment and based on actual performance). The prorated bonus will be paid in a lump sum on the date of termination of employment.

The following table sets forth the amount of base salary continuation payments, annual bonus payments and prorated bonus payments that each of the eligible named executive officers of Warner Chilcott would be entitled to receive if the executive experiences a qualifying termination as described above. These amounts are deemed to be "double-trigger" because they are conditioned upon a termination without cause or resignation of service for good reason.

Name	Base Salary (\$)	Annual Bonus (\$)	Prorated Bonus (\$)	Total (\$)
Roger M. Boissonneault	2,190,759	2,339,646	1,095,379	5,625,784
Paul Herendeen	1,058,224	847,608	396,834	2,302,666
Alvin D. Howard	586,976	186,614	195,659	969,249

- (2) The amounts in this column reflect the value of the accelerated vesting of the named executive officer's unvested equity awards that would occur immediately prior to the effective time, as provided by the Transaction

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Agreement. In connection with the scheme, the named executive officers will be entitled to receive New Actavis ordinary shares in exchange for Warner Chilcott equity awards and not cash payments. The acceleration of these equity awards is deemed to be single-trigger because it will occur immediately prior to the effective time and is not conditioned upon a termination or resignation of service. The following table breaks down these amounts by type of award. The values in the following table assume that the named executive officers will not sell or acquire Warner Chilcott ordinary shares or equity awards between the date of this joint proxy statement/prospectus and December 31, 2013 and were calculated using a price per share of \$20.08, the average closing market price of Warner Chilcott's ordinary shares over the first five business days following the first public announcement of the signing of the proposed transaction on May 20, 2013. The value of each option is calculated in accordance with SEC rules as the difference between (a) \$20.08 (the price per share of Warner Chilcott ordinary shares, as determined above) and (b) its exercise price. No value has been included for options with a per share exercise price greater than or equal to \$20.08 because underwater options will be cancelled without consideration. Further, the table assumes that Warner Chilcott will not declare or pay a semi-annual dividend in December 2013 (although no determination with respect thereto has been made). All performance is deemed to have been achieved at 100% of target upon a change in control.

Name	Stock Options (\$)	Restricted Shares (\$)	Restricted Share Units (\$)	Dividend Equivalents (\$)	Total (\$)
Roger M. Boissonneault	3,604,117	4,165,797	4,634,464	1,177,888	13,582,266
Paul Herendeen	1,173,425	1,401,945	1,492,546	381,579	4,449,495
Alvin D. Howard	452,705	501,116	612,239	132,870	1,698,930
Hans van Zoonen (a)			637,299	142,821	780,120

- (a) Although Mr. van Zoonen is no longer employed by Warner Chilcott, he holds unvested performance-based restricted shares units that, pursuant to his separation arrangement, continue to be eligible to vest.
- (3) The amounts in this column reflect the value of continued health and welfare benefits that each eligible named executive officer is entitled to receive (including for his spouse and dependents) under his employment agreement or severance agreement, as applicable, upon a qualifying termination during the specified periods. Mr. Boissonneault would be entitled to receive 12 months of continued health and welfare benefits and Mr. Howard would be entitled to receive 18 months of continued health and welfare benefits. These amounts are deemed to be double-trigger because they are conditioned upon a termination without cause or resignation of service for good reason.
- (4) The amounts in this column reflect reimbursement of taxes that may be payable by the named executive officers pursuant to their employment agreements or severance agreements, as applicable. A 20% excise tax may be imposed on the named executive officers of Warner Chilcott under Section 4999 on the value of the payments and benefits that they receive in connection with the scheme. If the amount of the payments and benefits equals or exceeds three times the named executive officer's average annual compensation for 2008 through 2012, the tax would be imposed on the amount of the payments and benefits to the extent that the amount exceeded one times the named executive officer's average annual compensation for such period. Estimated excise tax reimbursements are subject to change based on the actual closing date of the scheme, date of termination of employment (if any) of the named executive officer, interest rates then in effect and certain other assumptions used in the calculations. The estimates do not take into account the value that may be determined to be reasonable compensation for services provided after the effective time, which may reduce the amount of the potential excise tax reimbursements.
- (5) Mr. van Zoonen ceased to be a Warner Chilcott executive officer and employee on April 1, 2013.
- (6) Ms. Hara ceased to be a Warner Chilcott executive officer and employee on December 31, 2012.

**Board of Directors and Management after the Transaction***Board of Directors*

The Transaction Agreement provides that the board of directors of New Actavis after the transaction will have twelve members consisting of (i) no more than seven members of the Actavis board of directors as of immediately prior to the closing of the merger and (ii) five members of the Warner Chilcott board of directors as of the date of the Transaction

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Agreement, to be selected by the governance committee of the Actavis board of directors provided, however, that upon written notice from Actavis to Warner Chilcott, only four individuals who were members of the Warner Chilcott board of directors as of the date of the Transaction Agreement shall be designated to the New Actavis board of directors, and the remaining position on the New Actavis board of directors shall be filled by a new independent director to be selected by the governance committee of the Actavis board of directors.

As of the date of this joint proxy statement/prospectus, the governance committee of the Actavis board of directors has not finally determined which Warner Chilcott directors will be designated to the board of directors of New Actavis and it has not been finally determined which Actavis directors will be designated to the board of directors of New Actavis. The Actavis and Warner Chilcott directors that will serve on the New Actavis board of directors will be selected prior to the effective time.

Biographical information with respect to the current Actavis directors from among whom the designees to the board of directors of New Actavis after the acquisition may be selected is contained in Actavis' proxy statement for its 2013 annual meeting of stockholders and is incorporated herein by reference. Biographical information with respect to the current Warner Chilcott directors from among whom the designees to the board of directors of New Actavis after the acquisition will be selected is contained in Warner Chilcott's proxy statement for its 2013 annual meeting of shareholders and its Form 8-K filed May 2, 2013, which are incorporated herein by reference.

### *Committees of the New Actavis Board of Directors*

The New Actavis board of directors is expected to form the following board committees: Audit, Compensation and Nominating and Corporate Governance.

The membership of the various board committees has not been finalized at this time.

### *Management*

The New Actavis senior management team after the acquisition and the merger is expected to be the same as the current senior management team of Actavis. Biographical information with respect to the current management of Actavis is contained in Actavis' Annual Report on 10-K for the fiscal year ended December 31, 2012, and is incorporated herein by reference.

### *New Actavis' Intentions Regarding Warner Chilcott and Actavis Employees*

Actavis will commence a comprehensive evaluation of the combined company's operation and will identify the best way to integrate the organizations in order to further improve our ability to serve our customers, as well as achieve revenue and cost synergies. Management from both Actavis and Warner Chilcott will be involved in both the evaluation and formation of integration plans and the execution of those integration plans.

Until these evaluations and formation of plans have been completed, Actavis is not in a position to comment on prospective potential impacts upon employment, specific locations or any redeployment of fixed assets. Based upon Actavis' considerable experience in integrating acquisitions, it is Actavis' expectation that there will be an overall reduction in headcount for the combined group stemming from the elimination of duplicative activities, functions, facilities or the redeployment of fixed assets.

Subject to the terms of the Transaction Agreement, during the specified periods following the effective time, Warner Chilcott employees shall continue to receive compensation and benefits as disclosed in *The Transaction Agreement Covenants and Agreements Employee Benefits* of this joint proxy statement/prospectus beginning on page [ ] of this joint proxy statement/prospectus. The combined organization will be led by Paul Bisaro as President and Chief Executive Officer.

Subject to the de-listing of Warner Chilcott, New Actavis will also seek to reduce costs where appropriate, which have historically been related to Warner Chilcott's status as a listed company.

Warner Chilcott notes that Actavis will be carrying out an evaluation of the combined company following completion of the acquisition, which may well lead to reduction in headcount and elimination of duplicative functions in either or both of Warner Chilcott and Actavis following completion. However, Warner Chilcott also notes that Warner Chilcott will have the opportunity to be involved in the evaluation and formation of integration plans and the execution of those plans.



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### **Compensation of New Actavis Executive Officers**

New Actavis did not have any employees during the year ended December 31, 2012, and, accordingly, has not included any compensation and other benefits information with respect to that or prior periods.

Information concerning the historical compensation paid by Actavis to its executive officers, all of whom are expected to be the executive officers of New Actavis, is contained in Actavis proxy statement for its 2013 annual meeting of stockholders under the heading *Compensation Discussion and Analysis* beginning on page [ ] thereto and is incorporated herein by reference.

Following the proposed transaction, it is expected that a compensation and organization committee of New Actavis will be formed, will oversee and determine the compensation of the chief executive officer and other executive officers of New Actavis and will evaluate and determine the appropriate executive compensation philosophy and objectives for New Actavis. This compensation committee would evaluate and determine the appropriate design of the New Actavis executive compensation program and the appropriate process for establishing executive compensation. With respect to base salaries, annual incentive compensation and long-term incentive awards (or their equivalents), it is expected that New Actavis compensation committee will develop programs reflecting appropriate measures, goals, targets and business objectives based on New Actavis competitive marketplace. It is expected that the New Actavis compensation committee will also determine the appropriate benefits, perquisites and severance arrangements, if any, that it will make available to executive officers and may retain a compensation consultant with respect to these executive compensation evaluations and determinations.

This New Actavis compensation committee is expected to review its compensation policies with respect to the executive officers of New Actavis after the proposed transaction. Although New Actavis future executive officer compensation practices are expected to be based on Actavis historical executive officer compensation practices, New Actavis compensation committee may review the impact of the merger on executive officer compensation practices and may make adjustments that it believes are appropriate in structuring New Actavis future executive officer compensation arrangements.

### **Compensation of New Actavis Directors**

Information concerning the historical compensation paid by Actavis to its non-employee directors, seven of whom are expected to be non-employee directors of New Actavis, is contained in Actavis proxy statement for its 2013 annual meeting of stockholders under the heading *Director Compensation* beginning on page 44 thereto and is incorporated herein by reference. Information concerning the historical compensation paid by Warner Chilcott to its non-employee directors, five of whom are expected to be non-employee directors of New Actavis, is contained in Warner Chilcott's proxy statement for its 2013 annual meeting of shareholders under the heading *Director's Compensation* beginning on page 17 thereto and is incorporated herein by reference.

Following the proposed transaction, director compensation will be determined by New Actavis governance committee. Although New Actavis future director compensation practices are expected to be based on Actavis historical director compensation practices, New Actavis governance committee may review the impact of the merger on director compensation practices and may make adjustments that it believes are appropriate in structuring New Actavis future director compensation arrangements.

### **Regulatory Approvals Required**

#### ***United States Antitrust***

Under the HSR Act, and the rules and regulations promulgated thereunder by the FTC, the transaction cannot be consummated until, among other things, notifications have been given and certain information has been furnished to the FTC and the Antitrust Division, and all applicable waiting periods have expired or been terminated. On June 10, 2013, each of Actavis and Warner Chilcott filed a Pre-Merger Notification and Report Form pursuant to the HSR Act with the Antitrust Division and the FTC. The initial waiting period under the HSR Act will expire at 11:59 p.m. (Eastern Time in the U.S.) on July 10, 2013. While we believe that HSR approval will ultimately be obtained, this approval is not assured. Expiration or earlier termination of the waiting period would satisfy a condition to the completion of the transaction.

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### ***Other Regulatory Approvals***

Actavis and Warner Chilcott derive revenues in other jurisdictions where merger or acquisition control filings or approvals are or may be required, including Germany and France. The transaction cannot be consummated until the required approvals have been obtained under the competition laws of Germany and France. Further, if any jurisdiction, other than Germany and France, in which Actavis or Warner Chilcott conducts its operations, asserts jurisdiction over the Transaction Agreement, the acquisition or the Scheme, and the failure to obtain regulatory clearance in such jurisdiction could reasonably be expected to be material to New Actavis following the consummation of the transaction, obtaining regulatory clearance in that jurisdiction will be a condition to consummating the transaction. Actavis may waive, in whole or in part, the conditions to consummation of the transaction that relate to the receipt of approvals in Germany, France and any other relevant jurisdiction as described above, subject to certain requirements.

### ***Conditions Imposed by Regulatory Agencies***

The FTC, the Antitrust Division, the French Competition Authority, the German Federal Cartel Office, or other applicable regulatory authorities may require the imposition of certain conditions on the transaction in connection with obtaining regulatory clearances. Should such conditions require Actavis or Warner Chilcott (or any of their respective subsidiaries) to take any action (including with respect to selling, holding separate or otherwise disposing of any business or assets or conducting business in any specified manner) that would individually or in the aggregate reasonably be expected to result in a material adverse effect on the business, operations or financial condition of the post-transaction entity, Actavis and/or Warner Chilcott may decide not to accept such conditions. With respect to U.S. antitrust clearance, the FTC or the Antitrust Division, if it wished to impose such conditions, would then be required to seek a court order preventing the consummation of the transaction on the grounds that the transaction would violate the U.S. antitrust laws. In France, the French Competition Authority may prohibit the transaction if it considers that consummation of the transaction absent proposed conditions would significantly lessen competition. In Germany, the German Federal Cartel Office may prohibit the transaction if the consummation of the transaction absent proposed conditions would lead to the creation or strengthening of a dominant market position. While the parties do not believe that conditions resulting in a material adverse effect on the post-transaction entity are likely to be imposed, there can be no assurances that the applicable regulatory authorities will not seek to impose restrictions that may adversely impact the benefits expected to be achieved from the transaction, including but not limited to a prohibition on consummation.

### ***Irish Court Approvals***

The scheme of arrangement requires the approval of the Irish High Court, which involves an application by Warner Chilcott to the Irish High Court to sanction the scheme. The Irish High Court must also confirm the reduction of capital of Warner Chilcott that would be effected by EGM resolution #2, which is a necessary step in the implementation of the scheme.

The creation of distributable reserves of New Actavis, which involves a reduction of all of New Actavis' share premium, also requires the approval of the Irish High Court, but obtaining such approval is not a condition to the acquisition. See *Creation of Distributable Reserves of New Actavis* .

## **NO DISSENTERS' RIGHTS**

Under the NGCL, holders of Actavis common shares do not have appraisal or dissenters' rights with respect to the merger or any of the other transactions described in this joint proxy statement/prospectus.

Under Irish law, holders of Warner Chilcott ordinary shares do not have appraisal or dissenters' rights with respect to the acquisition or any of the other transactions described in this joint proxy statement/prospectus.

## **ACCOUNTING TREATMENT OF THE TRANSACTION**

New Actavis will account for the acquisition pursuant to the Transaction Agreement and using the acquisition method of accounting in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ). New Actavis will measure the assets acquired and liabilities assumed at their fair values including net tangible and identifiable intangible assets acquired and liabilities assumed as of the closing of the transaction. Any excess of the purchase price over those fair values will be recorded as goodwill.

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Definite lived intangible assets will be amortized over their estimated useful lives. Intangible assets with indefinite useful lives and goodwill will not be amortized but will be tested for impairment at least annually. All intangible assets and goodwill are also tested for impairment when certain indicators are present.

The purchase price reflected in the unaudited pro forma condensed combined financial statements is based on preliminary estimates using assumptions Actavis management believes are reasonable based on currently available information. The final purchase price and fair value assessment of assets and liabilities will be based in part on a detailed valuation which has not yet been completed.

### **CERTAIN TAX CONSEQUENCES OF THE TRANSACTION**

This section contains a general discussion of the material tax consequences of (i) the transaction and (ii) post-transaction ownership and disposition of New Actavis ordinary shares. The discussion below does not address the treatment of compensatory equity awards.

The discussion under the caption *U.S. Federal Income Tax Considerations* addresses (i) application of section 7874 of the Internal Revenue Code of 1986, as amended (the Code), which is referred to in this joint proxy statement/prospectus as section 7874, to Actavis and New Actavis, (ii) the material U.S. federal income tax consequences of the transaction to Actavis and New Actavis, and (iii) the material U.S. federal income tax consequences of (a) exchanging Actavis common shares for New Actavis ordinary shares in the transaction, (b) exchanging Warner Chilcott ordinary shares for New Actavis ordinary shares in the transaction and (c) owning and disposing of New Actavis ordinary shares received in the transaction.

The discussion under *Irish Tax Considerations* addresses certain Irish tax considerations of the transaction and subsequent ownership and disposition of New Actavis ordinary shares.

The discussion below is not a substitute for an individual analysis of the tax consequences of the transaction or post-transaction ownership and disposition of shares of New Actavis. You should consult your own tax advisor regarding the particular U.S. (federal, state and local), Irish and other non-U.S. tax consequences of these matters in light of your particular situation.

#### **U.S. Federal Income Tax Considerations**

##### ***Scope of Discussion***

The following discussion addresses the material U.S. federal income tax consequences of the transaction generally expected to be applicable to the holders of Actavis common shares and Warner Chilcott ordinary shares and their receipt and ownership of New Actavis ordinary shares. The discussion set forth below with respect to U.S. holders (as defined below) is applicable only to U.S. holders (i) who are residents of the U.S. for purposes of the current income tax treaty between Ireland and the U.S., which is referred to in this joint proxy statement/prospectus as the Tax Treaty, (ii) whose Actavis common shares, Warner Chilcott ordinary shares or New Actavis ordinary shares are not, for purposes of the Tax Treaty, effectively connected with such U.S. holder's permanent establishment in Ireland and (iii) who otherwise qualify for the full benefits of the Tax Treaty. Except where noted, this discussion deals only with Actavis common shares, Warner Chilcott ordinary shares or New Actavis ordinary shares held as capital assets within the meaning of section 1221 of the Code (generally, property held for investment). As used herein, the term U.S. holder means a beneficial owner of Actavis common shares, Warner Chilcott ordinary shares or New Actavis ordinary shares that is for U.S. federal income tax purposes:

an individual citizen or resident of the U.S.;

a corporation or other entity taxable as a corporation for U.S. federal income tax purposes created or organized in or under the laws of the U.S., any state thereof or the District of Columbia;

an estate the income of which is subject to U.S. federal income taxation regardless of its source; or



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a trust if it (i) is subject to the primary supervision of a court within the U.S. and one or more U.S. persons have the authority to control all substantial decisions of the trust or (ii) has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.

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The term "non-U.S. holder" means a holder of Actavis common shares or New Actavis ordinary shares other than a U.S. holder or a partnership or an entity or arrangement treated as a partnership for U.S. federal income tax purposes.

This discussion does not address all aspects of U.S. federal taxation that may be relevant to a particular holder in light of that holder's particular circumstances or to holders subject to special treatment under the U.S. federal income tax laws, including without limitation:

dealers or brokers in securities, commodities or currencies;

banks, insurance companies or other financial institutions;

mutual funds;

regulated investment companies and real estate investment trusts;

a corporation that accumulates earnings to avoid U.S. federal income tax;

tax-exempt organizations;

holders who hold individual retirement or other tax-deferred accounts;

holders who hold Actavis common shares, Warner Chilcott ordinary shares or New Actavis ordinary shares as part of a hedge, appreciated financial position, straddle, constructive sale, conversion transaction or other risk reduction transaction;

holders who acquired their Actavis common shares, Warner Chilcott ordinary shares or New Actavis ordinary shares pursuant to the exercise of employee options or otherwise as compensation;

traders in securities who elect to apply a mark-to-market method of accounting;

holders liable for the alternative minimum tax;

holders who own or are deemed to own 10% or more of New Actavis' voting stock;

partnerships or other pass-through entities or investors in such entities; or

holders that have a functional currency other than the U.S. dollar.

The discussion below is based upon the provisions of the Code, and U.S. Treasury Regulations, rulings and judicial decisions thereunder as of the date hereof, and such authorities may be replaced, revoked or modified so as to result in U.S. federal income tax consequences different from

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those discussed below. No ruling is intended to be sought from the Internal Revenue Service (the IRS) with respect to the transaction, and there can be no assurance that the IRS or a court will not take a contrary position regarding the tax consequences described herein.

This discussion does not address the tax treatment of partnerships (or entities or arrangements that are treated as partnerships for U.S. federal income tax purposes) or persons that hold their Actavis common shares, Warner Chilcott ordinary shares or New Actavis ordinary shares through partnerships or other pass-through entities for U.S. federal income tax purposes. If a partnership, including any entity or arrangement treated as a partnership for U.S. federal income tax purposes, holds Actavis common shares, Warner Chilcott ordinary shares or New Actavis ordinary shares, the U.S. federal income tax treatment of a partner in such partnership will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding Actavis common shares, Warner Chilcott ordinary shares or New Actavis ordinary shares, you should consult your tax advisors regarding the particular tax consequences of the transaction to you.

This discussion is not a complete analysis of all the potential U.S. federal income tax consequences, and does not address any state, local or foreign or any U.S. federal tax consequences other than U.S. federal income tax consequences, such as estate and gift tax consequences or any tax consequences arising under the unearned income Medicare contribution tax pursuant to the Health Care and Education Reconciliation Act of 2010. **You should consult your own tax advisor concerning the U.S. federal income tax consequences to you in light of your particular situation as well as any consequences arising under the laws of any other taxing jurisdiction.**

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### ***Tax Consequences of the Transaction to Actavis and New Actavis***

#### *U.S. Federal Income Tax Classification of New Actavis as a Result of the Transaction*

For U.S. federal tax purposes, a corporation generally is considered a tax resident in the place of its organization or incorporation. Because New Actavis is an Irish incorporated entity, it would be classified as a foreign corporation (and, therefore, a non-U.S. tax resident) under these general rules. Section 7874, however, contains rules (more fully discussed below) that can result in a foreign corporation being treated as a U.S. corporation for U.S. federal tax purposes. The application of these rules is complex, and there is little or no guidance on many important aspects of section 7874.

Under section 7874, a corporation created or organized outside the U.S. (i.e., a foreign corporation) will nevertheless be treated as a U.S. corporation for U.S. federal tax purposes (and, therefore, a U.S. tax resident) when (i) the foreign corporation directly or indirectly acquires substantially all of the assets held directly or indirectly by a U.S. corporation (including the indirect acquisition of assets by acquiring all the outstanding shares of the U.S. corporation), (ii) the shareholders of the acquired U.S. corporation hold at least 80% (by either vote or value) of the shares of the foreign acquiring corporation after the acquisition by reason of holding shares in the U.S. acquired corporation (including the receipt of the foreign corporation's shares in exchange for the U.S. corporation's shares), and (iii) the foreign corporation's expanded affiliated group does not have substantial business activities in the foreign corporation's country of organization or incorporation relative to the expanded affiliated group's worldwide activities. For purposes of section 7874, expanded affiliated group means the foreign corporation and all subsidiaries in which the foreign corporation, directly or indirectly, owns more than 50% of the shares by vote and value.

Pursuant to the Transaction Agreement, New Actavis will indirectly acquire all of Actavis' assets through the acquisition of Actavis common shares in the transaction at the closing. As a result, for New Actavis to avoid being treated as a U.S. corporation for U.S. federal tax purposes under section 7874, either (i) the former stockholders of Actavis must own (within the meaning of section 7874) less than 80% (by both vote and value) of New Actavis' ordinary shares by reason of holding shares in Actavis, which is referred to in this joint proxy statement/prospectus as the ownership test, or (ii) New Actavis must have substantial business activities in Ireland after the transaction (taking into account the activities of New Actavis' expanded affiliated group), which is referred to in this joint proxy statement/prospectus as the substantial business activities test.

Based on the rules for determining share ownership under section 7874, the Actavis stockholders are expected to receive less than 80% (by both vote and value) of the shares in New Actavis by reason of their ownership of Actavis common shares. As a result, New Actavis is expected to be treated as a foreign corporation for U.S. federal tax purposes under section 7874, and the remainder of this disclosure assumes such treatment. We cannot assure you that the IRS will agree with the position that the ownership test is satisfied, however. In addition, there have been legislative proposals to expand the scope of U.S. corporate tax residence and there could be prospective or retroactive changes to section 7874 or the U.S. Treasury Regulations promulgated thereunder that could result in New Actavis being treated as a U.S. corporation.

#### *Potential Limitation on the Utilization of Actavis (and its U.S. Affiliates') Tax Attributes*

Following the acquisition of a U.S. corporation by a foreign corporation, section 7874 can also limit the ability of the acquired U.S. corporation to utilize U.S. tax attributes (including net operating losses and certain tax credits) to offset U.S. taxable income resulting from certain transactions. Specifically, if (i) substantially all the assets of a U.S. corporation are directly or indirectly acquired by a foreign corporation, (ii) the shareholders of the acquired U.S. corporation hold at least 60%, by either vote or value, of the shares of the foreign acquiring corporation by reason of holding shares in the U.S. corporation, and (iii) the foreign corporation does not satisfy the substantial business activities test, the taxable income of the U.S. corporation (and any U.S. person related to the U.S. corporation) for any given year, within a ten-year period beginning on the last date the U.S. corporation's properties were acquired, will be no less than that person's inversion gain for that taxable year. A person's inversion gain includes income or gain from the transfer of shares or any other property (other than property held for sale to customers) and income from the license of any property that is either transferred or licensed as part of the acquisition or, if after the acquisition, is transferred or licensed to a foreign related person.

Pursuant to the Transaction Agreement, New Actavis will indirectly acquire all of Actavis' assets at the effective time. The Actavis stockholders are expected to receive more than 60% (but less than 80%) of the vote and value of the

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New Actavis ordinary shares by reason of holding shares in Actavis. Therefore, Actavis' ability to utilize its tax attributes to offset its inversion gain, if any, would be limited if New Actavis does not satisfy the substantial business activities test. Based on the limited guidance available for determining whether the substantial business activities test is satisfied, Actavis currently expects that this test will not be satisfied and thus the above limitations should apply following the transaction. As a result, Actavis currently does not expect that it or its U.S. affiliates will be able to utilize their U.S. tax attributes to offset their inversion gain, if any. A failure to satisfy the substantial business activities test should not adversely impact the treatment of New Actavis as a foreign corporation for U.S. tax purposes as the ownership test described above is expected to be satisfied.

### *U.S. Federal Income Tax Treatment of the Transaction*

Neither New Actavis nor Actavis will be subject to U.S. federal income tax as a result of the transaction, although Actavis may be subject to limitations on the utilization of its tax attributes, as described above. In conjunction with the transaction, New Actavis, IrSub, LuxSub, U.S. Holdco and MergerSub will engage in certain additional intercompany transactions. The discussion herein does not address the U.S. federal income tax treatment of such transactions.

### ***Tax Consequences of the Transaction to Holders of Actavis Common Shares***

#### *Tax Consequences to U.S. Holders*

The receipt of New Actavis ordinary shares and cash in lieu of fractional New Actavis ordinary shares for Actavis common shares pursuant to the transaction will be a taxable transaction for U.S. federal income tax purposes. Under such treatment, in general, for U.S. federal income tax purposes, a U.S. holder will recognize gain or loss equal to the difference between (i) the sum of the fair market value of the New Actavis ordinary shares on the date of the exchange and any cash in lieu of fractional New Actavis ordinary shares received as consideration in the transaction and (ii) the U.S. holder's adjusted tax basis in the Actavis common shares surrendered in the exchange. A U.S. holder's adjusted basis in the Actavis common shares generally will equal the holder's purchase price for such Actavis common shares, as adjusted to take into account stock dividends, stock splits, or similar transactions.

A U.S. holder's gain or loss on the receipt of New Actavis ordinary shares and cash in lieu of fractional New Actavis ordinary shares for Actavis common shares generally will be capital gain or loss. Capital gains of non-corporate U.S. holders (including individuals) will be eligible for the preferential U.S. federal income tax rates applicable to long-term capital gains if the U.S. holder has held his or her Actavis common shares for more than one year as of the closing date of the transaction. The deductibility of capital losses is subject to limitations. Any gain or loss recognized by a U.S. holder will generally be treated as U.S. source gain or loss. If a U.S. holder acquired different blocks of Actavis common shares at different times and different prices, such holder must determine its adjusted tax basis and holding period separately with respect to each block of Actavis common shares.

Information returns may be filed with the IRS in connection with cash received in lieu of fractional shares pursuant to the transaction. Backup withholding may apply to cash paid in the transaction to a U.S. holder, unless the U.S. holder furnishes a correct taxpayer identification number and certifies that he or she is not subject to backup withholding, typically on IRS Form W-9.

Any amount withheld under the backup withholding rules will be allowed as a refund or credit against U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

U.S. holders are urged to consult their advisors as to the particular consequences of the exchange of Actavis common shares for New Actavis ordinary shares pursuant to the transaction.

#### *Tax Consequences to Non-U.S. Holders*

The amount of gain a non-U.S. holder of Actavis common shares will recognize from the receipt of New Actavis ordinary shares in exchange for the non-U.S. holder's Actavis common shares will be determined in the same manner as described above under *Tax Consequences to U.S. Holders* as if the non-U.S. holder were a U.S. holder. However, a non-U.S. holder of Actavis common shares will not be subject to U.S. federal income tax on any such gain unless:

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the gain is effectively connected with a U.S. trade or business of such non-U.S. holder (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment ); or

such non-U.S. holder is an individual who is present in the U.S. for 183 days or more in the taxable year of the disposition, and certain other conditions are met.

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Gain recognized by a non-U.S. holder of Actavis common shares described in the first bullet point above will be subject to tax under the rules described above as if it were a U.S. holder of Actavis common shares and, in the case of a foreign corporation, might be subject to an additional branch profits tax equal to 30% of its effectively connected earnings and profits (or such lower rate as may be available under an applicable income tax treaty). An individual non-U.S. holder of Actavis common shares described in the second bullet point above generally will be subject to U.S. federal income tax at a flat 30% rate (or such lower rate specified by an applicable income tax treaty) on the gain, which may be offset by U.S. source capital losses of the non-U.S. holder, provided that the non-U.S. holder has timely filed U.S. federal income tax returns with respect to such losses.

A non-U.S. holder will not be subject to U.S. backup withholding if it provides a certification of exempt status (generally on an IRS Form W-8). Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against the non-U.S. holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

If a non-U.S. holder is a citizen or resident of, or otherwise subject to taxation in, a country other than the U.S. or Ireland, the tax consequences of the receipt of New Actavis ordinary shares in exchange for the non-U.S. holder's Actavis common shares will depend on the applicable tax laws in such country.

***Tax Consequences of the Transaction to U.S. Holders of Warner Chilcott Ordinary Shares***

We have structured the scheme so that the receipt of the scheme consideration in exchange for the Warner Chilcott ordinary shares pursuant to the scheme is intended to qualify as a reorganization for U.S. federal income tax purposes. Warner Chilcott expects to receive, as of the effective time, an opinion of Davis Polk & Wardwell LLP, based on certain representations, covenants and assumptions described below, all of which must be true and accurate as of the effective time, that the receipt of the New Actavis ordinary shares in exchange for the Warner Chilcott ordinary shares pursuant to the scheme will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code and that New Actavis and Warner Chilcott will each be a party to that reorganization within the meaning of Section 368(b) of the Code (the Tax Opinion). If the effective time were the date hereof, and if the representations and covenants described below were made, Davis Polk & Wardwell LLP would be able to give the Tax Opinion. However, it is not a condition to Warner Chilcott's obligation to complete the scheme that it receive the Tax Opinion and the discussion below under *Tax Consequences to U.S. Holders Receipt of Scheme Consideration in a Taxable Transaction* describes the material U.S. federal income tax consequences to a holder of Warner Chilcott ordinary shares in the event that the receipt of the New Actavis ordinary shares in exchange for the Warner Chilcott ordinary shares pursuant to the scheme is not treated for U.S. federal income tax purposes as a reorganization.

The Tax Opinion will rely on (i) representations and covenants made by New Actavis and Warner Chilcott, including those contained in certificates of officers of New Actavis and Warner Chilcott, and (ii) specified assumptions, including an assumption regarding the completion of the scheme in the manner contemplated by the Transaction Agreement. If any of those representations, covenants or assumptions is inaccurate, the tax consequences of the scheme to holders of Warner Chilcott ordinary shares could differ from those described in the Tax Opinion. In addition, Davis Polk & Wardwell LLP's ability to provide the Tax Opinion as of the effective time will depend on the absence of changes in existing facts or in law between the date of this joint proxy statement/prospectus and the effective time. An opinion of tax counsel neither binds the IRS nor precludes the IRS or the courts from adopting a contrary position. Neither New Actavis nor Warner Chilcott intends to obtain a ruling from the IRS on the tax consequences of the scheme.

This discussion assumes that Warner Chilcott was not a passive foreign investment company, as described below.

***Receipt of Scheme Consideration in a Reorganization***

The following discussion assumes that the receipt of the scheme consideration in exchange for the Warner Chilcott ordinary shares pursuant to the scheme is a reorganization for U.S. federal income tax purposes. Except as described in the next paragraph with respect to a U.S. holder of Warner Chilcott ordinary shares that owns, directly or by attribution, 5% or more of the New Actavis ordinary shares immediately after the consummation of the scheme (a 5% U.S. holder), a U.S. holder that receives New Actavis ordinary shares pursuant to the scheme will not recognize any gain or loss except for any gain or loss recognized with respect to cash received in lieu of a fractional New Actavis ordinary share. U.S. holders will

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recognize gain or loss on any cash received in lieu of a fractional New Actavis ordinary share equal to the difference between the amount of cash received in lieu of the fractional share and the portion of the holder's adjusted tax basis of the Warner Chilcott ordinary shares surrendered that is allocable to the fractional share. Such gain or loss generally will be long-term capital gain or loss if the holding period in Warner Chilcott ordinary shares is more than one year as of the closing date of the scheme. Such U.S. holder will have an adjusted tax basis in the New Actavis ordinary shares received in the scheme, including any fractional share for which cash is received, equal to the adjusted tax basis of the Warner Chilcott ordinary shares surrendered by that holder in the scheme. The holding period for New Actavis ordinary shares received in the scheme, including any fractional share for which cash is received, will include the holding period for the Warner Chilcott ordinary shares surrendered therefor.

A 5% U.S. holder that receives New Actavis ordinary shares pursuant to the scheme will not recognize gain only if such U.S. holder files with the IRS a gain recognition agreement, as defined in applicable U.S. Treasury Regulations. Each such 5% U.S. holder should consult its tax advisor concerning the decision to file a gain recognition agreement, the procedures to be followed in connection with that filing, and other applicable considerations.

A U.S. holder will be required to retain records pertaining to the scheme. In addition, each U.S. holder that owns at least 5% of the Warner Chilcott ordinary shares will be required to file with its U.S. federal income tax return for the year in which the scheme is consummated a statement setting forth facts relating to the scheme, including:

the names and employer identification numbers of the parties to the reorganization (Warner Chilcott (EIN: 98-0626948) and New Actavis (EIN: [ ]));

the date of the consummation of the scheme; and

the fair market value and tax basis of the Warner Chilcott ordinary shares transferred in the scheme, in each case determined immediately before the consummation of the scheme.

*Receipt of Scheme Consideration in a Taxable Transaction*

In the event that the receipt of the scheme consideration in exchange for the Warner Chilcott ordinary shares pursuant to the scheme is a taxable transaction for U.S. federal income tax purposes, a U.S. holder will recognize gain or loss equal to the difference between (i) the sum of the fair market value of the New Actavis ordinary shares on the date of the exchange and any cash in lieu of fractional New Actavis ordinary shares received as consideration in the transaction and (ii) the U.S. holder's adjusted tax basis in the Warner Chilcott ordinary shares surrendered in the scheme. A U.S. holder's adjusted basis in the Warner Chilcott ordinary shares generally will equal the holder's purchase price for such Warner Chilcott ordinary shares, as adjusted to take into account stock dividends, stock splits, or similar transactions.

A U.S. holder's gain or loss on the receipt of New Actavis ordinary shares and cash in lieu of fractional ordinary shares for Warner Chilcott ordinary shares generally will be a capital gain or loss. Capital gains of non-corporate U.S. holders (including individuals) will be eligible for the preferential U.S. federal income tax rates applicable to long-term capital gains if the U.S. holder has held his or her Warner Chilcott ordinary shares for more than one year as of the closing date of the transaction. The deductibility of capital losses is subject to limitations. Any gain or loss recognized by a U.S. holder will generally be treated as U.S. source gain or loss. If a U.S. holder acquired different blocks of Warner Chilcott ordinary shares at different times and different prices, such holder must determine its adjusted tax basis and holding period separately with respect to each block of Warner Chilcott ordinary shares.

*Passive Foreign Investment Company Rules*

Warner Chilcott believes that it was not a passive foreign investment company (a PFIC) (generally, a foreign corporation that has a specified percentage of passive income or assets, after the application of certain look-through rules) for U.S. federal income tax purposes for its 2012 taxable year or any prior taxable year. If Warner Chilcott was a PFIC for any taxable year during which a U.S. holder held Warner Chilcott ordinary shares, certain adverse tax consequences could apply to such U.S. holder as a result of the scheme. You should consult your tax advisor with respect to the U.S. federal income tax consequences of the scheme if you believe that Warner Chilcott was a PFIC for any taxable year during which you held Warner Chilcott ordinary shares.





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### *Information Reporting and Backup Withholding*

Information returns may be filed with the IRS in connection with cash received in lieu of fractional shares pursuant to the scheme. Backup withholding may apply to cash paid in the transaction to a U.S. holder, unless the U.S. holder furnishes a correct taxpayer identification number and certifies that he or she is not subject to backup withholding, typically on IRS Form W-9.

Any amount withheld under the backup withholding rules will be allowed as a refund or credit against U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

### *Tax Consequences to Holders of Holding Shares in New Actavis*

#### *Tax Consequences to U.S. Holders*

#### **Taxation of Dividends**

The gross amount of cash distributions on New Actavis ordinary shares (including any withheld Irish taxes) will be taxable as dividends to the extent paid out of New Actavis' current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Such income (including any withheld Irish taxes) will be includable in your gross income as ordinary income on the day actually or constructively received by you. Such dividends will not be eligible for the dividends received deduction allowed to corporations under the Code.

With respect to non-corporate U.S. holders (including individuals), certain dividends received from a qualified foreign corporation may be subject to reduced rates of taxation. A qualified foreign corporation includes a foreign corporation that is eligible for the benefits of a comprehensive income tax treaty with the U.S. which the U.S. Treasury Department determines to be satisfactory for these purposes and which includes an exchange of information provision. The U.S. Treasury Department has determined that the Tax Treaty meets these requirements. However, a foreign corporation is also treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares that are readily tradable on an established securities market in the U.S. U.S. Treasury Department guidance indicates that the New Actavis ordinary shares, which are expected to be listed on the NYSE, will be considered readily tradable on an established securities market in the U.S. There can be no assurance that the New Actavis ordinary shares will be considered readily tradable on an established securities market in later years. Non-corporate holders that do not meet a minimum holding period requirement during which they are not protected from the risk of loss or that elect to treat the dividend income as investment income pursuant to section 163(d)(4) of the Code (dealing with the deduction for investment interest expense) will not be eligible for the reduced rates of taxation regardless of New Actavis' status as a qualified foreign corporation. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. This disallowance applies even if the minimum holding period has been met.

Subject to certain conditions and limitations, Irish withholding taxes, if any, on dividends may be credited against your U.S. federal income tax liability. For purposes of calculating the foreign tax credit, dividends paid on New Actavis ordinary shares will be treated as income from sources outside the U.S. and will generally constitute passive category income. Further, in certain circumstances, if you:

have held New Actavis ordinary shares for less than a specified minimum period during which you are not protected from risk of loss, or

are obligated to make payments related to the dividends, you will not be allowed a foreign tax credit for foreign taxes imposed on dividends paid on New Actavis ordinary shares. The rules governing the foreign tax credit are complex. You are urged to consult your tax advisors regarding the availability of the foreign tax credit under your particular circumstances.

To the extent that the amount of any distribution exceeds New Actavis' current and accumulated earnings and profits for a taxable year, as determined under U.S. federal income tax principles, the distribution will first be treated as a tax-free return of capital, causing a reduction in the adjusted basis of your New Actavis ordinary shares, and to the extent the amount of the distribution exceeds your tax basis, the excess will be taxed as capital gain recognized on a sale or exchange.

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Distributions of New Actavis ordinary shares or rights to subscribe for New Actavis ordinary shares that are received as part of a pro rata distribution to all New Actavis shareholders generally will not be subject to U.S. federal

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income tax. Consequently, such distributions generally will not give rise to foreign source income, and you will not be able to claim a foreign tax credit from any Irish withholding tax imposed on such distributions, unless such credit can be applied (subject to applicable limitations) against U.S. federal income tax due on other income derived from foreign sources.

### **Taxation of Capital Gains**

For U.S. federal income tax purposes, you will recognize taxable gain or loss on any sale or exchange of a New Actavis ordinary share in an amount equal to the difference between the amount realized for the share and your tax basis in the share. For U.S. holders of Actavis common shares, your tax basis in New Actavis ordinary shares received in exchange for your Actavis common shares in the acquisition will equal the fair market value of the New Actavis ordinary shares at the time of the exchange. For U.S. holders of Warner Chilcott ordinary shares, assuming the receipt of the scheme consideration in exchange for the Warner Chilcott ordinary shares pursuant to the scheme is a reorganization, your tax basis in New Actavis ordinary shares received in exchange for your Warner Chilcott ordinary shares in the acquisition will equal your tax basis in such Warner Chilcott ordinary shares exchanged (other than any such tax basis allocable to a fractional share in respect of which cash is received), increased in the case of a 5% U.S. holder by any gain recognized at the time of the exchange. In the event that the receipt of the scheme consideration in exchange for the Warner Chilcott ordinary shares pursuant to the scheme is a taxable transaction, a U.S. holder of Warner Chilcott ordinary shares' tax basis in the New Actavis ordinary shares received as scheme consideration will equal the fair market value of the New Actavis ordinary shares at the time of the exchange. The gain or loss you recognize on the sale or exchange of New Actavis ordinary shares will generally be capital gain or loss. Capital gains of non-corporate U.S. holders (including individuals) will be eligible for the preferential U.S. federal income tax rates applicable to long-term capital gains if you have held your New Actavis ordinary shares for more than one year as of the date of the sale or exchange. The deductibility of capital losses is subject to limitations. Any gain or loss you recognize on the sale or exchange of New Actavis ordinary shares will generally be treated as U.S. source gain or loss.

If you are a 5% U.S. holder that filed a gain recognition agreement with the IRS as described under *Tax Consequences of the Transaction to U.S. Holders of Warner Chilcott Ordinary Shares Receipt of Scheme Consideration in a Reorganization*, your tax consequences may differ from those described above. Subject to certain exceptions, upon the sale, exchange or other disposition of New Actavis ordinary shares, including in transactions that might otherwise qualify as tax-free or upon certain transactions undertaken by New Actavis that would not otherwise be treated as a disposition by a shareholder, a 5% U.S. holder that filed a gain recognition agreement may be required to recognize gain as described above and to pay interest on any tax due as if such tax were owed at the time of the scheme. Any such 5% U.S. holders should consult their tax advisors concerning the tax consequences of holding New Actavis ordinary shares.

We believe that the New Actavis ordinary shares should not be treated as stock of a PFIC for U.S. federal income tax purposes, but this conclusion is a factual determination that is made annually and thus may be subject to change. With certain exceptions, the New Actavis ordinary shares would be treated as stock in a PFIC if New Actavis were a PFIC at any time during a U.S. holder's holding period in such U.S. holder's New Actavis ordinary shares. There can be no assurance that New Actavis will not be treated as a PFIC during a U.S. holder's holding period. If New Actavis were to be treated as a PFIC, then, unless a U.S. holder elects to be taxed annually on a mark-to-market basis with respect to the New Actavis ordinary shares, gain realized on any sale or exchange of the New Actavis ordinary shares and certain distributions with respect to New Actavis ordinary shares could be subject to additional U.S. federal income taxes, plus an interest charge on certain taxes treated as having been deferred under the PFIC rules. In addition, dividends that a U.S. holder receives from New Actavis with respect to New Actavis ordinary shares would not be eligible for the special tax rates applicable to qualified dividend income if New Actavis is treated as a PFIC with respect to such U.S. holder either in the taxable year of the distribution or the preceding taxable year, but instead would be subject to U.S. federal income tax rates applicable to ordinary income.

### *Tax Consequences to Non-U.S. Holders*

### **Taxation of Dividends**

A non-U.S. holder generally will not be subject to U.S. federal income tax on dividends received from New Actavis unless the dividends are effectively connected with the non-U.S. holder's conduct of a trade or business in the U.S. (and, if required by an applicable income tax treaty, are attributable to a permanent establishment or fixed place of business maintained by the non-U.S. holder in the U.S.), in which case the non-U.S. holder will be subject to U.S. federal income tax on a net income basis in the same manner as if such non-U.S. holder were a U.S. holder and, in the case of a foreign corporation, might be subject to an additional branch profits tax equal to 30% of its effectively connected earnings and profits (or such lower rate as may be available under an applicable income tax treaty).

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### **Taxation of Capital Gains**

In addition, a non-U.S. holder generally will not be subject to U.S. federal income or withholding tax on any gain recognized on the sale, exchange or other disposition of New Actavis ordinary shares unless:

the gain is effectively connected with a U.S. trade or business of such non-U.S. holder (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment ); or

such non-U.S. holder is an individual who is present in the U.S. for 183 days or more in the taxable year of the disposition, and certain other conditions are met.

Gain recognized by a non-U.S. holder described in the first bullet point above will be subject to tax under the rules described above as if it were a U.S. holder and, in the case of a foreign corporation, might be subject to an additional branch profits tax equal to 30% of its effectively connected earnings and profits (or such lower rate as may be available under an applicable income tax treaty). An individual non-U.S. holder described in the second bullet point above generally will be subject to U.S. federal income tax at a flat 30% rate (or such lower rate specified by an applicable income tax treaty) on the gain, which may be offset by U.S. source capital losses of the non-U.S. holder, provided that the non-U.S. holder has timely filed U.S. federal income tax returns with respect to such losses.

If a non-U.S. holder is a citizen or resident of, or otherwise subject to taxation in, a country other than the U.S. or Ireland, the tax consequences of owning and disposing of New Actavis ordinary shares will depend on the applicable tax laws in such country.

### ***Information Reporting and Backup Withholding***

In general, information reporting will apply to dividends in respect of New Actavis ordinary shares and the proceeds from the sale, exchange or redemption of New Actavis ordinary shares that are paid to you within the U.S. (and in certain cases, outside the U.S.), unless you are an exempt recipient. Backup withholding (currently at a rate of 28%) may apply to such payments if you fail to provide a taxpayer identification number (a TIN ) or certification of other exempt status or fail to report in full dividend and interest income.

Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your U.S. federal income tax liability provided the required information is timely furnished to the IRS. The IRS may impose a penalty upon any taxpayer that fails to provide the correct TIN.

Certain U.S. holders holding specified foreign financial assets with an aggregate value in excess of the applicable dollar threshold are required to report information relating to New Actavis ordinary shares, subject to certain exceptions (including an exception for New Actavis ordinary shares held in accounts maintained by U.S. financial institutions), by attaching a complete IRS Form 8938, Statement of Specified Foreign Financial Assets, with their tax return, for each year in which they hold New Actavis ordinary shares. You are urged to consult your own tax advisors regarding information reporting requirements relating to your ownership of New Actavis ordinary shares.

### **Irish Tax Considerations**

#### ***Scope of Discussion***

The following is a summary of the material Irish tax considerations for certain beneficial owners of Actavis shares and Warner Chilcott ordinary shares who receive New Actavis ordinary shares pursuant to the transaction and who are the beneficial owners of such New Actavis ordinary shares. The summary does not purport to be a comprehensive description of all of the tax considerations that may be relevant to each of the stockholders or shareholders. The summary is based upon Irish tax laws and the practice of the Irish Revenue Commissioners in effect on the date of this joint proxy statement/prospectus and correspondence with the Irish Revenue Commissioners. Changes in law and/or administrative practice may result in alteration of the tax considerations described below.

The summary does not constitute tax advice and is intended only as a general guide. The summary is not exhaustive and stockholders or shareholders should consult their own tax advisors about the Irish tax consequences (and tax consequences under the laws of other relevant jurisdictions) of the transaction and of the acquisition, ownership and disposal of New Actavis ordinary shares. The summary applies only to stockholders or shareholders who will own New Actavis ordinary shares as capital assets and does not apply to other categories of stockholders

or shareholders, such as dealers in securities,

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trustees, insurance companies, collective investment schemes and stockholders or shareholders who have, or who are deemed to have, acquired their New Actavis ordinary shares by virtue of an Irish office or employment (performed or carried on in Ireland).

### ***Irish Tax on Chargeable Gains***

#### ***Non-resident shareholders***

The rate of tax on chargeable gains (where applicable) in Ireland is 33%. New Actavis shareholders that are not resident or ordinarily resident in Ireland for Irish tax purposes and do not hold their shares in connection with a trade carried on by such shareholders through an Irish branch or agency will not be liable for Irish tax on chargeable gains realized on a subsequent disposal of their New Actavis ordinary shares.

Warner Chilcott shareholders that are not resident or ordinarily resident in Ireland for Irish tax purposes and do not hold their shares in connection with a trade carried on by such shareholders through an Irish branch or agency will not be within the charge to Irish tax on chargeable gains on the cancellation of their Warner Chilcott ordinary shares, or on receipt of New Actavis ordinary shares pursuant to the scheme of arrangement.

Actavis stockholders that are not resident or ordinarily resident in Ireland for Irish tax purposes and do not hold their shares in connection with a trade carried on by such stockholders through an Irish branch or agency will not be within the charge to Irish tax on chargeable gains on the cancellation of their shares, or on the receipt of New Actavis ordinary shares pursuant to the merger.

#### ***Irish resident shareholders***

New Actavis shareholders that are resident or ordinarily resident in Ireland for Irish tax purposes, or shareholders that hold their shares in connection with a trade carried on by such persons through an Irish branch or agency will, subject to the availability of any exemptions and reliefs, generally be within the charge to Irish tax on chargeable gains arising on a subsequent disposal of their New Actavis ordinary shares.

Warner Chilcott shareholders that are resident or ordinarily resident in Ireland for Irish tax purposes, or shareholders that hold their shares in connection with a trade carried on by such persons through an Irish branch or agency will be within the charge to Irish tax on chargeable gains arising on the cancellation of their Warner Chilcott shares, pursuant to the scheme of arrangement. However, such shareholders should not recognize any taxable gain or loss on the cancellation of the Warner Chilcott shares and the New Actavis ordinary shares received pursuant to the scheme of arrangement should be treated as the same asset as their cancelled Warner Chilcott shares.

Actavis stockholders that are resident or ordinarily resident in Ireland for Irish tax purposes, or stockholders that hold their shares in connection with a trade carried on by such persons through an Irish branch or agency, will, subject to the availability of any exemptions and reliefs, be within the charge to Irish tax on chargeable gains arising on the cancellation of their Actavis shares pursuant to the merger.

A shareholder of New Actavis who is an individual and who is temporarily not resident in Ireland may, under Irish anti-avoidance legislation, still be liable to Irish tax on any chargeable gain realized upon subsequent disposal of the New Actavis ordinary shares.

### ***Stamp Duty<sup>1</sup>***

The rate of stamp duty (where applicable) on transfers of shares of Irish incorporated companies is 1% of the price paid or the market value of the shares acquired, whichever is greater. Where Irish stamp duty arises it is generally a liability of the transferee.

The merger and the scheme will not be within the charge to Irish stamp duty.

Irish stamp duty may, depending on the manner in which the shares in New Actavis are held, be payable in respect of transfers of New Actavis ordinary shares after the effective time.

<sup>1</sup> Certain statements hereunder are subject to Irish Revenue confirmation.

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*Shares Held Through DTC*

A transfer of New Actavis ordinary shares effected by means of the transfer of book entry interests in DTC will not be subject to Irish stamp duty. On the basis that most ordinary shares in New Actavis are expected to be held through DTC, it is anticipated that most transfers of ordinary shares will be exempt from Irish stamp duty.

*Shares Held Outside of DTC or Transferred Into or Out of DTC*

A transfer of New Actavis ordinary shares where any party to the transfer holds such shares outside of DTC may be subject to Irish stamp duty. Shareholders wishing to transfer their shares into (or out of) DTC may do so without giving rise to Irish stamp duty provided:

there is no change in the beneficial ownership of such shares as a result of the transfer; and

the transfer into (or out of) DTC is not effected in contemplation of a subsequent sale of such shares by a beneficial owner to a third party.

Due to the potential Irish stamp charge on transfers of New Actavis ordinary shares, it is strongly recommended that those stockholders who do not hold their Actavis shares through DTC (or through a broker who in turn holds such shares through DTC) should arrange for the transfer of their Actavis shares into DTC as soon as possible and before the transaction is consummated. It is also strongly recommended that any person who wishes to acquire New Actavis ordinary shares after the effective time acquires such shares through DTC (or through a broker who in turn holds such shares through DTC).

***Withholding Tax on Dividends<sup>2</sup>***

Distributions made by New Actavis will, in the absence of one of many exemptions, be subject to Irish dividend withholding tax ( DWT ) currently at a rate of 20%.

For DWT purposes, a distribution includes any distribution that may be made by New Actavis to its shareholders, including cash dividends, non-cash dividends and additional stock taken in lieu of a cash dividend. Where an exemption does not apply in respect of a distribution made to a particular shareholder, New Actavis is responsible for withholding DWT prior to making such distribution.

***General Exemptions***

Irish domestic law provides that a non-Irish resident shareholder is not subject to DWT on dividends received from New Actavis if such shareholder is beneficially entitled to the dividend and is either:

a person (not being a company) resident for tax purposes in a relevant territory (including the U.S.) and is neither resident nor ordinarily resident in Ireland (for a list of relevant territories for DWT purposes, please see Annex H to this joint proxy statement/prospectus);

a company resident for tax purposes in a relevant territory , provided such company is not under the control, whether directly or indirectly, of a person or persons who is or are resident in Ireland;

a company, wherever resident, that is controlled, directly or indirectly, by persons resident in a relevant territory and who is or are (as the case may be) not controlled by, directly or indirectly, persons who are not resident in a relevant territory ;



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a company, wherever resident, whose principal class of shares (or those of its 75% direct or indirect parent) is substantially and regularly traded on a recognized stock exchange either in a relevant territory or on such other stock exchange approved by the Irish Minister for Finance; or

a company, wherever resident, that is wholly owned, directly or indirectly, by two or more companies where the principal class of shares of each of such companies is substantially and regularly traded on a recognized stock exchange in a relevant territory or on such other stock exchange approved by the Irish Minister for Finance;

<sup>2</sup> Certain statements hereunder are subject to Irish Revenue confirmation.

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and provided, in all cases noted above, New Actavis or, in respect of shares held through DTC, any qualifying intermediary appointed by New Actavis, has received from the shareholder, where required, the relevant Irish Revenue Commissioners DWT forms (the DWT Forms ) prior to the payment of the dividend. In practice, in order to ensure sufficient time to process the receipt of relevant DWT Forms, the shareholder where required should furnish the relevant DWT Forms to:

its broker (and the relevant information is further transmitted to any qualifying intermediary appointed by New Actavis) before the record date for the dividend (or such later date before the dividend payment date as may be notified to the shareholder by the broker) if its shares are held through DTC, or

New Actavis transfer agent at least seven business days before the record date for the dividend if its shares are held outside of DTC.

Links to the various DWT Forms are available at:

<http://www.revenue.ie/en/tax/dwt/forms/index.html>.

For non-Irish resident shareholders that cannot avail themselves of one of Ireland's domestic law exemptions from DWT, it may be possible for such shareholders to rely on the provisions of a double tax treaty to which Ireland is party to reduce the rate of DWT.

### *Shares Held by U.S. Resident Shareholders*

Dividends paid in respect of New Actavis ordinary shares that are owned by U.S. residents and held through DTC will not be subject to DWT provided the addresses of the beneficial owners of such shares in the records of the broker holding such shares are in the U.S. It is strongly recommended that such shareholders ensure that their information is properly recorded by their brokers (so that such brokers can further transmit the relevant information to a qualifying intermediary appointed by New Actavis).

Dividends paid in respect of New Actavis shares that are held outside of DTC and are owned by former Actavis shareholders who are residents of the U.S. will not be subject to DWT if such shareholders provide a completed IRS Form W-9 to New Actavis transfer agent to confirm their U.S. residence and claim an exemption. A valid IRS Form W-9 can be relied on until such expiry date as is specified by the Irish Revenue Commissioners. Thereafter, such shareholders who continue to hold their shares outside of DTC will be required to provide the appropriate DWT Form accompanied by an IRS Form 6166 to the New Actavis transfer agent to confirm their U.S. residence. It is strongly recommended that such shareholders ensure that a completed IRS Form W-9 has been provided to New Actavis transfer agent.

Dividends paid to new U.S. resident shareholders in respect of New Actavis shares that are owned by such shareholders and held outside of DTC will not be subject to DWT if such shareholders satisfy the conditions of one of the exemptions referred to above under the heading *General Exemptions*, including the requirement to furnish valid DWT Forms. Such shareholders must provide the appropriate DWT Forms to New Actavis transfer agent at least seven business days before the record date for the dividend. It is strongly recommended that such shareholders complete the appropriate DWT Forms and provide them to New Actavis transfer agent as soon as possible after acquiring their shares.

Former Warner Chilcott shareholders who hold New Actavis ordinary shares will be able to rely on forms previously filed with Warner Chilcott or Warner Chilcott's transfer agent or qualifying intermediary and to receive dividends without such withholding tax, if such forms are still current and have not expired.

If any shareholder that is resident in the U.S. receives a dividend from which DWT has been withheld, the shareholder should generally be entitled to apply for a refund of such DWT from the Irish Revenue Commissioners, provided the shareholder is beneficially entitled to the dividend.

### *Shares Held by Residents of Relevant Territories Other Than the U.S.*

Shareholders who are residents of relevant territories, other than the U.S., must satisfy the conditions of one of the exemptions referred to above under the heading *General Exemptions*, including the requirement to furnish valid DWT Forms, in order to receive dividends without suffering DWT. If such shareholders hold their shares through DTC, they must provide the appropriate DWT Forms to their brokers (so that such brokers can further transmit the relevant information to a qualifying intermediary appointed by New Actavis) before the record date for the dividend (or

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such later date before the dividend payment date as may be notified to the shareholder by the broker). If such shareholders hold their shares outside of DTC, they must provide the appropriate DWT Forms to New Actavis' transfer agent at least seven business days before the record date for the dividend. It is strongly recommended that such shareholders complete the appropriate DWT Forms and provide them to their brokers or New Actavis' transfer agent, as the case may be, as soon as possible.

If any shareholder who is resident in a relevant territory receives a dividend from which DWT has been withheld, the shareholder may be entitled to a refund of DWT from the Irish Revenue Commissioners provided the shareholder is beneficially entitled to the dividend.

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Former Warner Chilcott shareholders who hold New Actavis ordinary shares will be able to rely on forms previously filed with Warner Chilcott or Warner Chilcott's transfer agent or qualifying intermediary and to receive dividends without such withholding tax, if such forms are still current and have not expired.

### *Shares Held by Residents of Ireland*

Most Irish tax resident or ordinarily resident shareholders (other than Irish resident companies that have completed the appropriate DWT forms) will be subject to DWT in respect of dividends paid on their New Actavis ordinary shares.

Shareholders that are residents of Ireland, but are entitled to receive dividends without DWT, must complete the appropriate DWT Forms and provide them to their brokers (so that such brokers can further transmit the relevant information to a qualifying intermediary appointed by New Actavis) before the record date for the dividend (or such later date before the dividend payment date as may be notified to the shareholder by the broker) (in the case of shares held through DTC), or to New Actavis's transfer agent at least seven business days before the record date for the dividend (in the case of shares held outside of DTC).

### *Shares Held by Other Persons*

New Actavis shareholders that do not fall within any of the categories specifically referred to above may nonetheless fall within other exemptions from DWT. If any shareholders are exempt from DWT, but receive dividends subject to DWT, such shareholders may apply for refunds of such DWT from the Irish Revenue Commissioners.

Dividends paid in respect of New Actavis ordinary shares that are owned by a partnership formed under the laws of a relevant territory and held through DTC will be entitled to exemption from DWT if all of the partners complete the appropriate DWT Forms and provide them to their brokers (so that such brokers can further transmit the relevant information to a qualifying intermediary appointed by New Actavis) before the record date for the dividend (or such later date before the dividend payment date as may be notified to the shareholder by the broker). If any partner is not a resident of a relevant territory, no part of the partnership's position is entitled to exemption from DWT.

### *Qualifying Intermediary*

Prior to paying any dividend, New Actavis will put in place an agreement with an entity that is recognized by the Irish Revenue Commissioners as a qualifying intermediary, which will provide for certain arrangements relating to distributions in respect of shares of New Actavis that are held through DTC, which are referred to as the Deposited Securities. The agreement will provide that the qualifying intermediary shall distribute or otherwise make available to Cede & Co., as nominee for DTC, any cash dividend or other cash distribution with respect to the Deposited Securities after New Actavis delivers or causes to be delivered to the qualifying intermediary the cash to be distributed.

New Actavis will rely on information received directly or indirectly from its qualifying intermediary, brokers and its transfer agent in determining where shareholders reside, whether they have provided the required U.S. tax information and whether they have provided the required DWT Forms. Shareholders that are required to file DWT Forms in order to receive dividends free of DWT should note that such forms are generally valid, subject to a change in circumstances, until December 31 of the fifth year after the year in which such forms were completed.

### ***Income Tax on Dividends Paid on New Actavis Ordinary Shares***

Irish income tax may arise for certain persons in respect of dividends received from Irish resident companies.

A shareholder that is not resident or ordinarily resident in Ireland and that is entitled to an exemption from DWT generally has no liability to Irish income tax or the universal social charge on a dividend from New Actavis. An exception to this position may apply where such shareholder holds New Actavis ordinary shares through a branch or agency in Ireland through which a trade is carried on.

A shareholder that is not resident or ordinarily resident in Ireland and that is not entitled to an exemption from DWT generally has no additional Irish income tax liability or a liability to the universal social charge. An exception to this position may apply where the shareholder holds New Actavis ordinary shares through a branch or agency in Ireland through which a trade is carried on. The DWT deducted by New Actavis discharges the liability to income tax.

Irish resident or ordinarily resident shareholders may be subject to Irish tax and/or the universal social charge on dividends received from New Actavis.



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***Capital Acquisitions Tax***

Irish capital acquisitions tax ( CAT ) comprises principally gift tax and inheritance tax. CAT could apply to a gift or inheritance of New Actavis ordinary shares irrespective of the place of residence, ordinary residence or domicile of the parties. This is because New Actavis ordinary shares are regarded as property situated in Ireland as the share register of New Actavis must be held in Ireland. The person who receives the gift or inheritance has primary liability for CAT.

CAT is levied at a rate of 33% above certain tax-free thresholds. The appropriate tax-free threshold is dependent upon (i) the relationship between the donor and the donee and (ii) the aggregation of the values of previous gifts and inheritances received by the donee from persons within the same group threshold. Gifts and inheritances passing between spouses are exempt from CAT. Children have a tax-free threshold of 225,000 in respect of taxable gifts or inheritances received from their parents. New Actavis shareholders should consult their own tax advisors as to whether CAT is creditable or deductible in computing any domestic tax liabilities.

**THE IRISH TAX CONSIDERATIONS SUMMARIZED ABOVE ARE FOR GENERAL INFORMATION ONLY. EACH ACTAVIS STOCKHOLDER AND WARNER CHILCOTT SHAREHOLDER SHOULD CONSULT HIS OR HER TAX ADVISOR AS TO THE PARTICULAR CONSEQUENCES THAT MAY APPLY TO SUCH STOCKHOLDER OR SHAREHOLDER.**

**LISTING OF NEW ACTAVIS ORDINARY SHARES ON STOCK EXCHANGE**

New Actavis ordinary shares currently are not traded or quoted on a stock exchange or quotation system. New Actavis expects that , following the transaction, New Actavis ordinary shares will be listed for trading on the NYSE under the symbol ACT . It is a condition to the transaction that the NYSE shall have authorized, and not withdrawn its authorization, for listing of the New Actavis ordinary shares to be issued in the acquisition and the merger (subject to satisfaction of any conditions to which such approval is expressed to be subject).

**DELISTING AND DEREGISTRATION OF ACTAVIS COMMON SHARES**

Following the effective time, Actavis common shares will be delisted from the NYSE and deregistered under the Exchange Act.

**DELISTING AND DEREGISTRATION OF WARNER CHILCOTT ORDINARY SHARES**

Following the effective time, Warner Chilcott ordinary shares will be delisted from the NASDAQ and deregistered under the Exchange Act.

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**INFORMATION ABOUT THE COMPANIES**

***Actavis***

Actavis is a Nevada corporation which is currently listed (ticker symbol ACT ) on the NYSE. Actavis is a global, integrated specialty pharmaceutical company focused on developing, manufacturing and distributing generic, brand and biosimilar products. Operating as Actavis Pharma, Actavis develops, manufactures and markets generic, branded generic, legacy brands and over-the-counter products in more than 60 countries. Actavis Specialty Brands is Actavis' global branded specialty pharmaceutical business focused in the Urology and Women's Health therapeutic categories. Actavis Specialty Brands also has a portfolio of five biosimilar products in development in Women's Health and Oncology. Actavis Global Operations has more than 30 manufacturing and distribution facilities around the world, and includes Anda, Inc., a U.S. pharmaceutical product distributor. Actavis' principal executive offices are located at Morris Corporate Center III, 400 Interpace Parkway, Parsippany, New Jersey, 07054, and its telephone number is (862) 261-7000.

***New Actavis***

New Actavis is a private limited company incorporated in Ireland (registered number 527629), formed on May 16, 2013 for the purpose of holding Warner Chilcott, Actavis, IrSub, LuxSub and U.S. Holdco as direct or indirect wholly owned subsidiaries following the effective time. To date, New Actavis has not conducted any activities other than those incidental to its formation, the execution of the Transaction Agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction.

On or prior to the effective time, New Actavis will be re-registered as a public limited company and renamed Actavis plc. Following the effective time, Actavis will be an indirect wholly owned subsidiary of New Actavis. Immediately following the transaction, based on the number of Actavis and Warner Chilcott shares outstanding as of the record date, the former stockholders of Actavis are expected to own approximately 77% of New Actavis and the remaining approximately 23% of New Actavis is expected to be owned by the former shareholders of Warner Chilcott.

At and as of the effective time, which is referred to in this joint proxy statement/prospectus as the effective time, it is expected that New Actavis will be a publicly traded company listed on the NYSE under the ticker symbol ACT. New Actavis' principal executive offices are located at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, and its telephone number is (862) 261-7000.

***IrSub***

IrSub is a private limited liability company incorporated in Ireland (registered number 527630) and a direct, wholly owned subsidiary of New Actavis, formed on May 16, 2013. To date, IrSub has not conducted any activities other than those incidental to its formation, the execution of the Transaction Agreement and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction. After the effective time, IrSub will operate as an Irish holding company. IrSub's principal executive offices are located at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, and its telephone number is (862) 261-7000.

***LuxSub***

LuxSub is a private limited liability company incorporated in Luxembourg and a direct wholly owned subsidiary of IrSub, formed on June 14, 2013. To date, LuxSub has not conducted any activities other than those incidental to its formation and to maintain its corporate existence in Luxembourg and the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction. After the effective time, LuxSub will serve as one of New Actavis' major holding companies. LuxSub's principal executive offices are located at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, and its telephone number is (862) 261-7000.

***U.S. Holdco***

U.S. Holdco is a limited liability company organized in Delaware and a direct wholly owned subsidiary of New Actavis, formed on May 16, 2013. Prior to the effective time, U.S. Holdco will be converted to a corporation and renamed Actavis W.C. Holding Inc. and will be a direct wholly owned subsidiary of LuxSub. To date, U.S. Holdco has not conducted any activities other than those incidental to its formation, the execution of the Transaction Agreement, the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed





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transaction. After the effective time, U.S. Holdco will serve as the U.S. parent company of the Actavis U.S. group of companies. U.S. Holdco's principal executive offices are located at Morris Corporate Center III, 400 Interpace Parkway, Parsippany, New Jersey, 07054, and its telephone number is (862) 261-7000.

***MergerSub***

MergerSub is a limited liability company incorporated in Nevada and a direct wholly owned subsidiary of New Actavis, formed on May 16, 2013. Prior to the effective time, MergerSub will be converted to a corporation and renamed Actavis W.C. Holding 2 Inc. and will be a direct wholly owned subsidiary of U.S. Holdco. To date, MergerSub has not conducted any activities other than those incidental to its formation, the execution of the Transaction Agreement, the preparation of applicable filings under the U.S. securities laws and regulatory filings made in connection with the proposed transaction. MergerSub's principal executive offices are located at Morris Corporate Center III, 400 Interpace Parkway, Parsippany, New Jersey, 07054, and its telephone number is (862) 261-7000.

***Warner Chilcott***

Warner Chilcott is a leading specialty pharmaceutical company currently focused on the women's healthcare, gastroenterology, urology and dermatology segments of the branded pharmaceuticals market, primarily in North America. Warner Chilcott is a fully integrated company with internal resources dedicated to the development, manufacture and promotion of its products. Warner Chilcott's principal executive offices are located at 1 Grand Canal Square, Docklands, Dublin 2, Ireland, and its telephone number is +353.1.897.2000.

**Table of Contents****UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The following unaudited pro forma condensed combined financial information is presented to illustrate: (i) the estimated effects of the pending acquisition of Warner Chilcott, which was announced on May 20, 2013, (ii) the pending refinancing of Warner Chilcott's senior secured credit facilities and (iii) the acquisition of Actavis Group ( Legacy Actavis ) by Actavis including the related financing, which was completed on October 31, 2012, on New Actavis' financial position and results of operations. The following unaudited pro forma condensed combined balance sheet as of March 31, 2013 and unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2013 are based upon and derived from and should be read in conjunction with the historical unaudited financial statements of Actavis (which are available in Actavis' Quarterly Report on Form 10-Q for the quarter ended March 31, 2013) and historical unaudited financial information of Warner Chilcott (which are available on Warner Chilcott's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013). The following unaudited pro forma condensed combined statement of operations for the year ended December 31, 2012 is based upon and derived from and should be read in conjunction with the historical audited financial statements of Actavis (which are available in Actavis' Current Report filed on Form 8-K with the SEC on June 17, 2013 and historical audited financial statements of Warner Chilcott (which are available in Warner Chilcott's Annual Report on Form 10-K for the year ended December 31, 2012). Acquisitions of Warner Chilcott and Legacy Actavis have been accounted for as business combinations using the acquisition method of accounting under the provisions of Accounting Standards Codification ( ASC ) 805, Business Combinations , ( ASC 805 ). The unaudited pro forma condensed combined financial information set forth below give effect to the following:

the consummation of the pending acquisition of Warner Chilcott;

the refinancing of Warner Chilcott's senior secured credit facilities;

the Legacy Actavis acquisition which closed on October 31, 2012;

the issuance of \$3,900.0 million aggregate principal amount of senior notes in 2012 to finance the Legacy Actavis acquisition; and

certain IFRS to U.S. GAAP adjustments necessary to reflect Legacy Actavis under the same accounting principles as Actavis. The pro forma adjustments are preliminary and are based upon available information and certain assumptions, described in the accompanying notes to the unaudited pro forma condensed combined financial information that management believes are reasonable under the circumstances. Actual results may differ materially from the assumptions within the accompanying unaudited pro forma condensed combined financial information. Under ASC 805, assets acquired and liabilities assumed are recorded at fair value. The fair value of Warner Chilcott's identifiable tangible and intangible assets acquired and liabilities assumed are based on a preliminary estimate of fair value as of March 31, 2013. Any excess of the purchase price over the fair value of identified assets acquired and liabilities assumed will be recognized as goodwill. The establishment of the fair value of consideration for acquisitions requires the extensive use of significant estimates and management's judgment to establish the fair value of consideration. Significant judgment is required in determining the estimated fair values of in-process research and development ( IPR&D ), identifiable intangible assets, certain tangible assets and certain liabilities assumed. Such a valuation requires estimates and assumptions including, but not limited to, determining the timing and estimated costs to complete each in-process project, projecting the timing of regulatory approvals, estimating future cash flows and direct costs in addition to developing the appropriate discount rates and current market profit margins. Since the Warner Chilcott acquisition has not been consummated, New Actavis' access to information to make such estimates is limited and therefore, certain market based assumptions were used when data was not available, however, management believes the fair values recognized for the assets to be acquired and liabilities to be assumed are based on reasonable estimates and assumptions based on information currently available. Preliminary fair value estimates may change as additional information becomes available and such changes could be material.

The unaudited pro forma condensed combined statements of operations for the fiscal year ended December 31, 2012 and the three months ended March 31, 2013 assume the completion of the transactions occurred on January 1, 2012. The unaudited pro forma condensed combined balance sheet as of March 31, 2013 assumes the transactions occurred on March 31, 2013, except for the Legacy Actavis acquisition, which was already reflected in Actavis' historical balance sheet as of March 31, 2013. The unaudited pro forma condensed combined financial information has been prepared by management in accordance with the regulations of the SEC and is not necessarily indicative of the condensed combined financial position or results of operations that would have been realized had the acquisitions occurred as of the dates indicated, nor is it meant to be

indicative of any anticipated condensed combined financial position or future results of

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operations that New Actavis will experience after the acquisitions. In addition, the accompanying unaudited pro forma condensed combined statements of operations do not include any expected cost savings or restructuring actions which may be achievable subsequent to the acquisitions or the impact of any non-recurring activity and one-time transaction related costs. Certain financial information of Legacy Actavis and Warner Chilcott as presented in its consolidated financial statements have been reclassified to conform to the historical presentation in Actavis consolidated financial statements for purposes of preparation of the unaudited pro forma condensed combined financial information.

This unaudited pro forma condensed combined financial information should be read in conjunction with the accompanying notes and assumptions as well as the historical consolidated financial statements and related notes of Actavis and Warner Chilcott contained in their respective Current Report on Form 8-K and Annual Reports on Form 10-K, and Quarterly Reports on Form 10-Q filed with the SEC (each of which is incorporated by reference herein).

**Table of Contents****Actavis Limited****Unaudited Pro Forma Condensed Combined Balance Sheet**

As of March 31, 2013

<i>(In millions)</i>	Historical Actavis	Historical Warner Chilcott (4)	Warner Chilcott Acquisition Accounting	Warner Chilcott Refinancing	Footnote Reference	Pro forma
<b>Assets</b>						
Current assets:						
Cash and cash equivalents	\$ 328.4	\$ 290.0	\$ (85.8)	\$ (430.5)	5i,5p	\$ 102.1
Marketable securities	9.0					9.0
Accounts receivable, net	1,275.5	235.0	(1.3)		5j	1,509.2
Inventory	1,544.3	116.0	167.0		5c	1,827.3
Prepaid expenses and other current assets	322.9	111.0		(10.4)	5q	423.5
Deferred tax assets	355.7	129.0				484.7
<b>Total current assets</b>	<b>3,835.8</b>	<b>881.0</b>	<b>79.9</b>	<b>(440.9)</b>		<b>4,355.8</b>
Property and equipment, net	1,450.4	211.0	26.0		5d	1,687.4
Investments and other assets	102.0	59.0		(31.6)	5q	129.4
Deferred tax assets	149.0	43.0				192.0
Product rights and other intangibles, net	3,798.3	1,707.0	3,747.0		5e	9,252.3
Goodwill	4,837.5	1,029.0	2,455.2		5h	8,321.7
<b>Total assets</b>	<b>\$ 14,173.0</b>	<b>\$ 3,930.0</b>	<b>\$ 6,308.1</b>	<b>\$ (472.5)</b>		<b>\$ 23,938.6</b>
<b>LIABILITIES AND EQUITY</b>						
Current liabilities:						
Accounts payable and accrued expenses	\$ 2,517.9	\$ 594.0	\$ (1.3)		5j	\$ 3,110.6
Income taxes payable	151.7	16.0				167.7
Short-term debt and current portion of long-term debt	178.3	184.0		(83.0)	5r	279.3
Deferred revenue	36.3					36.3
Deferred tax liabilities	50.7	1.0				51.7
<b>Total current liabilities</b>	<b>2,934.9</b>	<b>795.0</b>	<b>(1.3)</b>	<b>(83.0)</b>		<b>3,645.6</b>
Long-term liabilities:						
Long-term debt	6,243.2	3,498.0	77.4	(342.0)	5f,5r	9,476.6
Deferred revenue	35.1					35.1
Other long-term liabilities	200.0	26.0				226.0
Other taxes payable	83.2	65.0				148.2
Deferred tax liabilities	1,054.3	32.0	772.5		5g	1,858.8
<b>Total liabilities</b>	<b>10,550.7</b>	<b>4,416.0</b>	<b>848.6</b>	<b>(425.0)</b>		<b>15,390.3</b>
Commitments and contingencies						
Equity:						
Common stock	0.4	3.0	(3.0)		5k	0.4
Additional paid-in capital	1,980.9	11.0	4,705.7		5l	6,697.6
Retained earnings (accumulated deficit)	2,079.9	(459.0)	351.1	(47.5)	5m,5s	1,924.5
Accumulated other comprehensive (loss) income	(91.7)	(41.0)	41.0		5n	(91.7)

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Treasury stock, at cost	(364.7)		364.7		50
Total stockholders' equity	3,604.8	(486.0)	5,459.5	(47.5)	8,530.8
Non-controlling interest	17.5				17.5
Total equity	3,622.3	(486.0)	5,459.5	(47.5)	8,548.3
Total liabilities and shareholders' equity	\$ 14,173.0	\$ 3,930.0	\$ 6,308.1	\$ (472.5)	\$ 23,938.6

*See the accompanying notes to the unaudited pro forma condensed combined balance sheet.*

**Table of Contents****Actavis Limited****Unaudited Pro Forma Condensed Combined Statement of Operations****For the Three Months Ended March 31, 2013**

<i>(In millions, except per share amounts)</i>	<b>Historical Actavis</b>	<b>Historical Warner Chilcott (4)</b>	<b>Warner Chilcott Acquisition Accounting</b>	<b>Warner Chilcott Refinancing</b>	<b>Footnote Reference</b>	<b>Pro Forma</b>
Net revenues	\$ 1,895.5	\$ 594.0	\$ (6.7)	\$	6a	\$ 2,482.8
Operating expenses:						
Cost of goods sold (excluded amortization, presented below)	1,086.2	70.0	(6.5)		6a,6b	1,149.7
Research and development	132.1	25.0	0.1		6b	157.2
Selling and marketing	227.2	111.0				338.2
General and administrative	185.8	67.0	3.5		6b,6c	256.3
Amortization	158.4	110.0	77.1		6d	345.5
Asset sales, impairments, and contingent consideration adjustment, net	148.0	1.0				149.0
<b>Total operating expense</b>	<b>1,937.7</b>	<b>384.0</b>	<b>74.2</b>			<b>2,395.9</b>
Operating income	(42.2)	210.0	(80.9)			86.9
Non-operating income (expenses):						
Interest income	0.8					0.8
Interest expense	(54.5)	(65.0)	3.5	21.8	6e,6g	(94.2)
Other income (expense)	20.6					20.6
<b>Total other (expense) income, net</b>	<b>(33.1)</b>	<b>(65.0)</b>	<b>3.5</b>	<b>21.8</b>		<b>(72.8)</b>
Income (loss) before income taxes and noncontrolling interest	(75.3)	145.0	(77.4)	21.8		14.1
Provision for income taxes	28.2	32.0	(15.5)	4.4	6f,6h	49.1
Net income (loss)	(103.5)	113.0	(61.9)	17.4		(35.0)
Loss attributable to noncontrolling interest	0.7					0.7
Net income (loss) attributable to common shareholders	\$ (102.8)	\$ 113.0	\$ (61.9)	\$ 17.4		\$ (34.3)
Earnings (loss) per share attributable to common shareholders:						
Basic	\$ (0.79)					\$ (0.20)
Diluted	\$ (0.79)					\$ (0.20)
Weighted average shares outstanding:						
Basic	130.2					172.1
Diluted	130.2					172.1

*See the accompanying notes to the unaudited pro forma condensed combined statement of operations.*



**Table of Contents****Actavis Limited****Unaudited Pro Forma Condensed Combined Statement of Operations****For the Year Ended December 31, 2012**

<i>(In millions, except per share amounts)</i>	Historical Actavis (7)	Legacy Actavis - IFRS to US GAAP Legacy Adjustments			Legacy Actavis Acquisition Accounting and Financing		Subtotal Actavis	Historical	Warner	Warner Chilcott Financing Reference	Footnote Reference	Pro Forma
		Actavis - IFRS (Reclassification)	and Reclassification	Footnote Reference	Warner Chilcott Accounting	Warner Chilcott Accounting						
Net revenues	\$ 5,914.9	\$ 2,238.4	\$ (6.0)	9a	\$(117.1)	6i,6j	\$ 8,030.2	\$ 2,541.0	\$ (15.9)	\$	6a	\$ 10,555.3
Operating expenses:												
Cost of goods sold (excluded amortization, presented below)	3,390.4	1,190.2	0.4	9b	(55.0)	6i,6j,6k	4,526.0	311.0	(14.8)		6a,6b	4,822.2
Research and development	401.8	185.8	22.5	9c,9j	(2.9)	6j,6k	607.2	102.0	0.3		6b	709.5
Selling and marketing	546.5	411.1	(23.5)	9d,9j	0.4	6k	934.5	494.0				1,428.5
General and administrative	624.8	220.0	(29.3)	9e,9j	(49.3)	6k,6l	766.2	318.0	14.2		6b,6c	1,098.4
Amortization	481.1		57.1	9f,9j	268.4	6m	806.6	498.0	250.5		6d	1,555.1
Asset sales, impairments, and contingent consideration adjustment, net	149.5	12.1	33.5	9j			195.1	87.0				282.1
<b>Total operating expense</b>	<b>5,594.1</b>	<b>2,019.2</b>	<b>60.7</b>		<b>161.6</b>		<b>7,835.6</b>	<b>1,810.0</b>	<b>250.2</b>			<b>9,895.8</b>
Operating income	320.8	219.2	(66.7)		(278.7)		194.6	731.0	(266.1)			659.5
Non-operating income (expenses):												
Interest income	2.5	5.6	(2.9)	9g			5.2					5.2
Interest expense	(116.7)	(660.9)	43.9	9h	492.4	6n	(241.3)	(236.0)	14.1	87.7	6e,6g	(375.5)
Other income (expense)	38.5				37.1	6n	75.6					75.6
<b>Total other (expense) income, net</b>	<b>(75.7)</b>	<b>(655.3)</b>	<b>41.0</b>		<b>529.5</b>		<b>(160.5)</b>	<b>(236.0)</b>	<b>14.1</b>	<b>87.7</b>		<b>(294.7)</b>
Income (loss) before income taxes and non-controlling interest	245.1	(436.1)	(25.7)		250.8		34.1	495.0	(252.0)	87.7		364.8
Provision for income taxes	146.8	138.7	(53.6)	9i	94.0	6o	325.9	92.0	(50.4)	17.5	6f,6h	385.0
Net income (loss)	98.3	(574.8)	27.9		156.8		(291.8)	403.0	(201.6)	70.2		(20.2)
Loss attributable to non-controlling interest	(1.0)	6.6					5.6					5.6
Net income (loss) attributable to common shareholders	\$ 97.3	\$ (568.2)	\$ 27.9		\$ 156.8		\$ (286.2)	\$ 403.0	\$ (201.6)	\$ 70.2		\$ (14.6)
Earnings (loss) per share attributable to common shareholders:												
Basic	\$ 0.77											\$ (0.09)

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Diluted	\$ 0.76	\$ (0.09)
Weighted average shares outstanding:		
Basic	125.8	167.7
Diluted	128.4	167.7

*See the accompanying notes to the unaudited pro forma condensed combined statement of operations.*

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### **1. Description of Transactions**

On May 19, 2013, Actavis and Warner Chilcott entered into a Transaction Agreement. Subject to the terms and conditions of the Transaction Agreement, New Actavis will acquire Warner Chilcott by means of a scheme of arrangement, which involves the cancellation of each share of Warner Chilcott not already owned by New Actavis or any of its affiliates and the issuance of new ordinary shares of Warner Chilcott by Warner Chilcott to New Actavis. Ordinary shares of New Actavis will then be issued to the applicable shareholders of Warner Chilcott. At the effective time, the holders of Warner Chilcott ordinary shares (other than those held by Actavis or any of its affiliates) will be entitled to receive 0.160 of a New Actavis ordinary share.

Simultaneously with and conditioned upon the concurrent consummation of the scheme, MergerSub, a wholly owned indirect subsidiary of New Actavis, will merge with and into Actavis and Actavis will continue as the surviving corporation. Pursuant to the Transaction Agreement, each outstanding Actavis common share will be cancelled and automatically converted into the right to receive one New Actavis ordinary share. Each New Actavis ordinary share will be issued in accordance with, and subject to the rights and obligations of, the memorandum and articles of association of New Actavis, which are expected to be amended and restated prior to the effective time in the form attached hereto as Annex D. For a comparison of the rights and privileges of a holder of shares of New Actavis as compared to a holder of shares of Actavis or Warner Chilcott, please see *Comparison of the Rights of Holders of Actavis Common Shares and New Actavis Ordinary Shares* and *Comparison of the Rights of Holders of Warner Chilcott Ordinary Shares and New Actavis Ordinary Shares* beginning on pages [ ] and [ ], respectively, of this joint proxy statement/prospectus. As a result of the transaction, based on the number of outstanding shares of Actavis and Warner Chilcott as of [ ], former Actavis and Warner Chilcott shareholders are expected to hold approximately 77% and 23% of the New Actavis ordinary shares, respectively. From an accounting perspective, Actavis will be considered the acquirer of Warner Chilcott.

The acquisition is subject to customary conditions, including clearance by the U.S. Federal Trade Commission ( *FTC* ) under the provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended ( *HSR Act* ), as well as by regulatory authorities outside of the U.S. Pending these clearances, Actavis anticipates closing the transaction in the fourth quarter of 2013.

In connection with the Warner Chilcott acquisition, New Actavis plans to refinance Warner Chilcott's senior secured credit facilities at closing through a new unsecured senior credit facility, which will allow for term loan borrowings of up to \$2,000 million (the *New Term Loan Credit Facility* ). As of March 31, 2013, term loans under Warner Chilcott's existing senior secured credit facilities amounted to \$2,425 million.

The interest rates under the *New Term Loan Credit Facility* are expected to be, at New Actavis' option, either LIBOR or the base rate plus the applicable margin. For the purposes of these unaudited pro forma condensed combined financial statements, it was assumed that new term loans of \$2,000 million will be borrowed under the *New Term Loan Credit Facility* at a LIBOR rate of 0.27% and weighted average interest rate of 1.59%. The interest rates used for purposes of preparing the accompanying unaudited pro forma condensed combined financial statements may be considerably different than the actual interest rates incurred based on market conditions at the time of the refinancing.

On October 31, 2012, the acquisition of Legacy Actavis was completed for a cash payment of 4.2 billion, or approximately \$5.5 billion, and contingent consideration payable in the form of 5.5 million newly issued shares of Actavis, Inc., common stock. As of March 31, 2013, the contingent consideration was settled. Subsequent to the Legacy Actavis acquisition, Watson Pharmaceuticals, Inc., was renamed Actavis, Inc. Legacy Actavis' results are included in Actavis' historical results of operation from the acquisition date.

### **2. Basis of Presentation**

The unaudited pro forma condensed combined financial information was prepared using the acquisition method of accounting and was based on the historical financial information of Actavis and Warner Chilcott. The acquisition method of accounting based on ASC 805, uses the fair value concepts defined in ASC 820, *Fair Value Measurement*, ( *ASC 820* ). The historical consolidated financial information has been adjusted in the accompanying unaudited pro forma condensed combined financial information to give effect to pro forma events that are (i) directly attributable to the Acquisition, (ii) factually supportable, and (iii) with respect to the unaudited pro forma condensed combined statements of operations, are expected to have a continuing impact on the consolidated results.

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ASC 820 defines fair value, establishes the framework for measuring fair value for any asset acquired or liability assumed under U.S. GAAP, expands disclosures about fair-value measurements and specifies a hierarchy of valuation techniques based on the nature of the inputs used to develop the fair value measures. Fair value is defined in ASC 820 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This is an exit price concept for the valuation of an asset or liability. Market participants are assumed to be buyers or sellers in the most advantageous market for the asset or liability. Fair value measurement for an asset assumes the highest and best use by these market participants. As a result of the requirements of ASC 820, Actavis may be required to record assets which are not intended to be used or sold and/or to value assets at fair value measurement that do not reflect Actavis' intended use for those assets. Fair value measurements can be highly subjective and it is possible the application of reasonable judgment could develop different assumptions resulting in a range of alternative estimates using the same facts and circumstances.

ASC 805 requires, among other things, that most assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date and that the fair value of acquired IPR&D be recorded on the balance sheet considering the likelihood of clinical success of the related product or technology as of the acquisition date.

ASC 820 also requires that assets acquired and liabilities assumed in a business combination that arise from contingencies be recognized at fair value if fair value can be reasonably estimated. If the fair value of an asset or liability that arises from a contingency cannot be determined, the asset or liability would be recognized in accordance with ASC 450, Disclosure of Certain Loss Contingencies (ASC 450). If the fair value is not determinable and the ASC 450 criteria are not met, no asset or liability would be recognized. At this time, Actavis does not have sufficient information to determine the fair value of contingencies of Warner Chilcott to be acquired and therefore, these amounts are reflected in accordance with ASC 450 as applied by Warner Chilcott in its historical consolidated financial statements. If information becomes available which would permit Actavis to determine the fair value of these acquired contingencies, Actavis will adjust these amounts in accordance with ASC 820.

### **3. Accounting Policies**

Following the acquisition, Actavis will conduct a review of Warner Chilcott's accounting policies in an effort to determine if differences in accounting policies require adjustment or reclassification of Warner Chilcott's results of operations or reclassification of assets or liabilities to conform to Actavis' accounting policies and classifications. As a result of that review, Actavis may identify differences between the accounting policies of the two companies that, when conformed, could have a material impact on these pro forma condensed combined financial statements. During the preparation of these pro forma condensed combined financial statements, Actavis was not aware of any material differences between accounting policies of the two companies, except for certain reclassifications necessary to conform to Actavis' financial presentation, and accordingly, these pro forma condensed combined financial information do not assume any material differences in accounting policies between the two companies.

**Table of Contents****4. Historical Warner Chilcott Reclassification**

Financial information presented in Historical Warner Chilcott column in the unaudited pro forma condensed combined balance sheet and statement of operations has been reclassified to conform to the historical presentation in Actavis consolidated financial statements as follows:

*Reclassification included the unaudited pro forma condensed combined balance sheet*

	As of March 31, 2013		
	Before		After
	Reclassification	Reclassification	Reclassification
Prepaid expenses and other current assets	240.0 (i)	(129.0)	111.0
Deferred tax assets - Current		129.0	129.0
Investments and other assets	102.0	(43.0)	59.0
Deferred tax assets - Non-current		43.0	43.0
Income taxes payable	17.0	(1.0)	16.0
Deferred tax liabilities - Current		1.0	1.0
Other long-term liabilities	123.0	(97.0)	26.0
Other taxes payable		65.0	65.0
Deferred tax liabilities - Non-current		32.0	32.0

(i) Includes Prepaid income taxes, net of \$27.0 million and Prepaid expenses and other current assets of \$213.0 million. The balance of accounts payable and accrued expenses under Historical Warner Chilcott column includes Accounts payable of \$46.0 million and Accrued expenses and other current liabilities of \$548.0 million.

*Reclassification included in unaudited pro forma condensed combined statement of operations*

	For the Three Months Ended March 31, 2013		
	Before		After
	Reclassification	Reclassification	Reclassification
Selling and marketing	178.0 (i)	(67.0)	111.0
General administrative		67.0	67.0
Net revenues	593.0	1.0 (ii)	594.0
Asset sales, impairments, and contingent consideration adjustment, net		1.0 (iii)	1.0

(i) Includes Selling, general and administrative of \$179.0 million and Restructuring (income) of \$(1.0) million.  
(ii) Represents a credit balance reclassified from Selling, general and administrative account.  
(iii) Represents a debit balance reclassified from Selling, general and administrative account.

	For the Year Ended December 31, 2012		
	Before		After
	Reclassification	Reclassification	Reclassification
Selling and marketing	792.0 (i)	(298.0)	494.0
General administrative		318.0	318.0
Research and development	103.0	(1.0) (iii)	102.0

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Asset sales, impairments, and contingent consideration adjustment, net	106.0 (ii)	(19.0) (iii)	87.0
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- (i) Includes Selling, general and administrative of \$745.0 million and Restructuring costs of \$47.0 million.
- (ii) Represents \$106.0 million impairment of intangible assets.
- (iii) Represents \$20.0 million gain relating to the reversal of the liability for contingent milestone payments related to Enablex, offset by \$1.0 million impairment of R&D assets.

**Table of Contents****5. Unaudited Pro Forma Condensed Combined Balance Sheet Adjustments**

This footnote should be read in conjunction with Note 1. Description of Acquisition , Note 2. Basis of Presentation , Note 3. Accounting Policies and Note 4. Historical Warner Chilcott Reclassification . Adjustments included in the columns Warner Chilcott Acquisition Accounting to the accompanying unaudited pro forma condensed combined balance sheet as of March 31, 2013 are represented by the following (in millions):

	Note	Amount
<b>Calculation of consideration</b>		
Preliminary estimate of fair value of common stock issued	5a	\$ 4,934.3
Preliminary estimate of fair value of equity awards issued	5a	75.0
Fair value of total consideration transferred		\$ 5,009.3
<b>Recognized amounts of identifiable assets acquired and liabilities assumed</b>		
Book value of Warner Chilcott's net assets	5b	(486.0)
Less transaction costs expected to incur	5b	(50.0)
Net assets to be acquired		(536.0)
<b>Preliminary estimate of fair value adjustments of net assets acquired</b>		
Inventory	5c	167.0
Property and equipment, net	5d	26.0
Product rights and other intangibles, net	5e	3,747.0
Long term debt	5f	(77.4)
Deferred tax liabilities	5g	(772.5)
Goodwill	5h	\$ 2,455.2

- a. Preliminary estimate of fair value of Warner Chilcott ordinary shares issued to Warner Chilcott shareholders was estimated based on 249,417,086 of Warner Chilcott's shares outstanding as of March 31, 2013, excluding performance and restricted shares, multiplied by the exchange ratio of 0.16 and Actavis' share price.

Preliminary estimate of fair value of equity awards issued relates to certain options and share awards of Warner Chilcott that will be replaced with New Actavis' options and share awards. The fair value of New Actavis' options and share awards attributable to pre-combination service is recognized as part of the purchase consideration transferred. These share awards include performance and restricted shares, which are included in Warner Chilcott's shares outstanding as of March 31, 2013.

The number of New Actavis ordinary shares issued to Warner Chilcott shareholders is dependent on the number of Warner Chilcott's ordinary shares, share awards and options outstanding on the date of the acquisition.

Fair value of ordinary shares and equity awards was estimated based on closing share price at June 3, 2013 of \$123.57. A 20% increase to the Actavis' share price would increase the purchase price by \$1,007.6 million, and a 20% decrease in share price would decrease the purchase price by \$1,006.7 million, both with a corresponding change to goodwill. The actual purchase price will fluctuate until the effective time and the final valuation could differ significantly from the current estimate.

- b. Reflects the acquisition of the historical book value of net assets of Warner Chilcott as of March 31, 2013 and the transaction costs expected to be incurred.

c.

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Represents the estimated fair value adjustment to step-up inventory to fair value. This estimated step-up in inventory is preliminary and is subject to change based upon management's final determination of the fair values of finished goods and work-in-process inventories. Actavis will reflect the fair value of Warner Chilcott's inventory as the acquired inventory is sold, which for purposes of these unaudited pro forma condensed combined financial statements is assumed to occur within the first year, after acquisition. As there is no continuing impact of the inventory step-up on Actavis' results, the increased value is not included in the unaudited pro forma condensed combined statement of operations.

- d. Following the acquisition, property and equipment is measured at fair value. At this time, Actavis' preliminary review of the nature, condition and age of Warner Chilcott's property and equipment indicates the assets' fair value is greater than their book value. Accordingly, for the purposes of preparing these unaudited pro forma condensed combined financial information, property and equipment have been increased by approximately \$26.0 million to represent the best estimate of fair value. The final fair value determination of property, plant and equipment may differ from this preliminary determination.



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- e. Of the total estimated consideration, approximately \$5,454.0 million relates to identified intangible assets representing CMP of \$4,491.0 million that are expected to be amortized over a weighted average useful life of six years and IPR&D of \$963.0 million. The IPR&D amounts will be capitalized and accounted for as indefinite-lived intangible assets and will be subject to impairment testing until completion or abandonment of the projects. Upon successful completion of each project and launch of the product, Actavis will make a separate determination of useful life of the IPR&D intangible and amortization will be recorded as an expense. As the IPR&D intangibles are not currently marketed, no amortization of these items is reflected in the unaudited pro forma condensed combined statements of operations for either the fiscal year ended December 31, 2012 or the three months ended March 31, 2013. The acquisition accounting amount in the unaudited pro forma condensed combined balance sheet at March 31, 2013 of \$3,747.0 million represents a net increase to record \$5,454.0 million of identified intangible assets of Warner Chilcott.

The fair value estimate for identifiable intangible assets is preliminary and is determined based on the assumptions that market participants would use in pricing an asset, based on the most advantageous market for the asset (i.e., its highest and best use). This preliminary fair value estimate could include assets that are not intended to be used, may be sold or are intended to be used in a manner other than their best use. For purposes of the accompanying unaudited pro forma condensed combined financial information, it is assumed that all assets will be used in a manner that represents their highest and best use. The final fair value determination for identified intangibles, including the IPR&D intangibles, may differ from this preliminary determination.

The fair value of identifiable intangible assets is determined primarily using the income approach, which is a valuation technique that provides an estimate of the fair value of an asset based on market participant expectations of the cash flows an asset would generate over its remaining useful life. Some of the more significant assumptions inherent in the development of the identifiable intangible assets valuations, from the perspective of a market participant, include the estimated net cash flows for each year for each project or product (including net revenues, cost of sales, research and development costs, selling and marketing costs and working capital/asset contributory asset charges), the appropriate discount rate to select in order to measure the risk inherent in each future cash flow stream, the assessment of each asset's life cycle, competitive trends impacting the asset and each cash flow stream as well as other factors. The major risks and uncertainties associated with the timely and successful completion of the IPR&D projects include legal risk and regulatory risk. No assurances can be given that the underlying assumptions used to prepare the discounted cash flow analysis will not change or the timely completion of each project to commercial success will occur. For these and other reasons, actual results may vary significantly from estimated results.

- f. Represents the incremental amount to record the 7.75% senior note at its fair value. The fair value was based upon quoted prices for similar notes in active markets.
- g. Reflects a deferred income tax liability resulting from fair value adjustments for the inventory, property and equipment, identifiable intangible assets acquired and long-term debt fair value step-up of \$167.0 million, \$26.0 million, \$3,747.0 million and \$(77.4) million, respectively. This estimate of deferred tax liabilities was determined based on the excess book basis over the tax basis of the inventory, property and equipment and long-term debt fair value step-ups and identifiable intangible assets acquired at a 20.0% weighted average statutory tax rate of the U.S. and Puerto Rico, where most of Warner Chilcott's taxable income was generated historically. This estimate of deferred income tax liabilities is preliminary and is subject to change based upon management's final determination of the fair values of tangible and identifiable intangible assets acquired and liabilities assumed by jurisdiction.
- h. Goodwill is calculated as the difference between the fair value of the consideration expected to be transferred and the values assigned to the identifiable tangible and intangible assets acquired and liabilities assumed. The acquisition accounting amount in the unaudited pro forma condensed combined balance sheet at March 31, 2013 of \$2,455.2 million represent a net increase to present Actavis' total goodwill of \$8,231.7 million after this transaction.

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- i. The adjustment relates to the transaction costs expected to be incurred by Actavis and Warner Chilcott of \$35.8 million and \$50.0 million, respectively.
  - j. Represents the elimination of accounts receivable and accounts payable between Actavis and Warner Chilcott.
  - k. The adjustment relates to elimination of Warner Chilcott's historical ordinary shares of \$3.0 million. The aggregated par value of New Actavis' ordinary shares was immaterial.
  - l. The adjustment relates to the issuance of New Actavis ordinary shares (excluding restricted and performance shares) of \$4,934.3 million, issuance of replacement equity awards (including restricted and performance shares) of \$75.0 million, accelerated vesting of certain equity awards of \$72.1 million in connection with Warner Chilcott acquisition and partially offset by the reclassification from treasury stock of \$364.7 million as a result of recapitalization of New Actavis and the elimination of Warner Chilcott's historical additional paid-in capital of \$11.0 million.
  - m. The adjustment relates to the elimination of Warner Chilcott's historical accumulated deficit of \$459.0 million, which has been partially offset by the recognition of transaction costs of \$35.8 million incurred by Actavis and accelerated vesting of certain Actavis and Warner Chilcott equity awards of \$72.1 million in connection with the Warner Chilcott acquisition.
  - n. The adjustment relates to the elimination of Warner Chilcott's historical accumulated other comprehensive loss.
  - o. The adjustment relates to the elimination of Actavis' treasury shares in connection with the recapitalization of New Actavis.
- Adjustments included in the column Warner Chilcott Refinancing to the accompanying unaudited pro forma condensed combined balance sheet as of March 31, 2013 are represented by the following (in millions):
- p. Represents the repayment of existing term loans of \$2,425 million, new borrowings of \$2,000 million under the New Term Loan Credit Facility and payment of underwriting discounts and commitment costs of \$5.5 million.
  - q. Adjustment relates to the write off of the historical financing costs related to the debt issuances of \$47.5 million (including the portion recognized under prepaid expenses and other current assets of \$10.4 million) offset by \$5.5 million of underwriting discounts and commitment costs to be capitalized in investment and other assets related to refinancing of the Warner Chilcott term loans.
  - r. Represents the repayment of existing term loans of \$2,425 million (including the current portion of \$183.0 million) and new borrowings of \$2,000 million (including the current portion of \$100 million) under the New Term Loan Credit Facility.
  - s. Adjustment relates to the write off of historical unamortized deferred financing costs of \$47.5 million. This amount has been excluded from the unaudited condensed combined statement of operations as it is non-recurring.

**6. Unaudited Pro Forma Condensed Combined Statement of Operations Adjustments**

This footnote should be read in conjunction with Note 1. Description of Acquisition, Note 2. Basis of Presentation, Note 3. Accounting Policies, Note 4. Historical Warner Chilcott Reclassification, Note 5. Unaudited Pro Forma Condensed Combined Balance Sheet Adjustments, Note 7. Historical Actavis, Note 8. Legacy Actavis - IFRS and Note 9. Legacy Actavis - IFRS and Reclassifications.



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Adjustments included in the columns Warner Chilcott Acquisition Accounting to the accompanying unaudited pro forma condensed combined statement of operations for the fiscal year ended December 31, 2012 and the three months ended March 31, 2013 are represented by the following:

- a. Represents the elimination of net revenues and cost of goods sold of product sales and royalty payments between Actavis and Warner Chilcott of \$15.9 million and \$6.7 million for the year ended December 31, 2012 and the three months ended March 31, 2013, respectively.
- b. Represents an increase in depreciation expense associated with fair value adjustments to the carrying value of property and equipment for the year ended December 31, 2012 and the three months ended March 31, 2013. The increase in depreciation expense is recorded as follows (in millions):

	Year Ended December 31, 2012	Three Months Ended March 31, 2013
Cost of sales	\$ 1.1	\$ 0.2
Research and development	0.3	0.1
General and administrative	2.3	0.6
Total	\$ 3.7	\$ 0.9