Actavis plc
Form 424B5
February 19, 2015
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Filed Pursuant to Rule 424(b)(5)
Registration Statement No. 333-202168

The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated February 19, 2015

Preliminary prospectus supplement

(To prospectus dated February 19, 2015)

$4,200,000,000

Actavis plc

% Mandatory Convertible Preferred Shares, Series A

We are offering of our % Mandatory Convertible Preferred Shares, Series A, par value $0.0001 per share (the Mandatory Convertible Preferred Shares).

Dividends on the Mandatory Convertible Preferred Shares will be payable on a cumulative basis when, as and if declared by our board of directors, or an authorized committee thereof, at an annual rate of % on the liquidation preference of $1,000.00 per Mandatory Convertible Preferred Share. We may pay declared dividends in cash, by delivery of our ordinary shares or by delivery of any combination of cash and our ordinary shares, as determined by us in our sole discretion, subject to certain limitations, on March 1, June 1, September 1 and December 1 of each year commencing June 1, 2015, to and including March 1, 2018.

Each Mandatory Convertible Preferred Share will automatically convert on March 1, 2018, into between and ordinary shares, subject to anti-dilution adjustments. The number of our ordinary shares issuable on conversion of the Mandatory Convertible Preferred Shares will be determined based on the average VWAP (as defined herein) per ordinary share over the 20 consecutive trading day period beginning on and including the 22nd scheduled trading day immediately preceding the mandatory conversion date (as defined herein). At any time prior to March 1, 2018, other than during a fundamental change conversion period (as defined herein), holders of the Mandatory Convertible Preferred Shares may elect to convert each Mandatory Convertible Preferred Share into our ordinary shares at the minimum conversion rate of ordinary shares per Mandatory Convertible Preferred Share, subject to anti-dilution adjustments. In addition, holders may elect to convert any Mandatory Convertible Preferred Shares during a specified period beginning on the fundamental change effective date (as defined herein), in which case such Mandatory Convertible Preferred Shares will be converted into our ordinary shares at the fundamental change conversion rate (as defined herein) and converting holders will also be entitled to receive a fundamental change dividend make-whole amount and accumulated dividend amount (each as defined herein).

We intend to use the net proceeds of this offering, together with the net proceeds of the Ordinary Shares Offering and the proposed Debt Financing (each as described herein) to finance our pending acquisition of Allergan, Inc. (Allergan) (as described herein), and to pay related fees and expenses. The completion of this offering is not contingent on the closing of the Ordinary Shares Offering (nor is the completion of the Ordinary Shares Offering contingent on the closing of this offering) or the completion of our acquisition of Allergan, which, if completed, will occur subsequent to the closing of this offering.

Concurrently with this offering, we are offering of our ordinary shares, par value $0.0001 per share (the Ordinary Shares Offering). The Ordinary Shares Offering is being made by means of a separate prospectus supplement and not by means of this prospectus supplement. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy any securities being offered in the Ordinary Shares Offering. See Summary Allergan Acquisition and Use of Proceeds .

Prior to this offering, there has been no public market for the Mandatory Convertible Preferred Shares. We intend to apply to have the Mandatory Convertible Preferred Shares listed on the New York Stock Exchange under the symbol ACTPRA . Our ordinary shares are listed on the New York Stock Exchange (the NYSE) under the symbol ACT . On February 13, 2015 the last reported sale price of our ordinary shares on the NYSE was $285.37 per share.

Investing in the Mandatory Convertible Preferred Shares involves risk. See Risk factors beginning on page S-24 of this prospectus supplement and page 8 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Mandatory Convertible Preferred Shares or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

	Per share	Total
Public offering price	$	$
Underwriting discounts and commissions	$	$
Proceeds to us[1]	$	$

(1) Before deducting expenses payable by us related to this offering, estimated at $7.0 million.

We have granted the underwriters the option to purchase up to an additional Mandatory Convertible Preferred Shares from us solely to cover overallotments, if any, at the public offering price, less the underwriting discounts and commissions within 30 days from the date of this prospectus supplement. See the section of this prospectus supplement entitled Underwriting beginning on page S-105 of this prospectus supplement.

The underwriters expect to deliver the Mandatory Convertible Preferred Shares to purchasers on or about , 2015.

Joint book-running managers

J.P. Morgan **Mizuho Securities** **Wells Fargo Securities** **Morgan Stanley**

Barclays **Citigroup**

The date of this prospectus supplement is February , 2015.

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We are responsible for the information contained and incorporated by reference in this prospectus supplement, the accompanying prospectus and in any related free writing prospectus we prepare or authorize. We have not, and the underwriters have not, authorized anyone to provide you with any other information, and we and the underwriters take no responsibility for any other information that others may give you. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any related free writing prospectus is accurate as of any date other than the date of the document containing such information.

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About this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes certain matters relating to us and this offering of Mandatory Convertible Preferred Shares and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part, the accompanying prospectus, dated February 19, 2015, gives more general information about us and the securities we may offer from time to time under our shelf registration statement, some of which may not apply to this offering of Mandatory Convertible Preferred Shares. If the description of this offering of Mandatory Convertible Preferred Shares in the accompanying prospectus is different from the description in this prospectus supplement, you should rely on the information contained in this prospectus supplement.

You should read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus in their entirety, including the additional information described under Where you can find more information and Incorporation of certain documents by reference in this prospectus supplement, before deciding whether to invest in the Mandatory Convertible Preferred Shares offered by this prospectus supplement.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountants and other advisers for legal, tax, business, financial and related advice regarding the purchase of the Mandatory Convertible Preferred Shares offered by this prospectus supplement.

Unless indicated otherwise, or the context otherwise requires, references in this document to Actavis plc, issuer, the Company, we, us, and are to Actavis plc and its consolidated subsidiaries. References to dollars and $ are to United States dollars.

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Trademarks and trade names

This prospectus supplement contains references to our trademarks and service marks and to those belonging to other entities. Solely for convenience, trademarks and trade names referred to in this prospectus may appear without the ® or   symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensor to these trademarks and trade names. We do not intend our use or display of other companies   trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

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Where you can find more information

This prospectus supplement is part of a registration statement on Form S-3 filed with the Securities and Exchange Commission (the SEC) using a shelf registration process under the Securities Act of 1933, as amended (the Securities Act), relating to the securities to be offered in this offering. This prospectus supplement does not contain all of the information set forth in the registration statement, certain parts of which are omitted in accordance with the rules and regulations of the SEC. For further information with respect to us and the securities offered hereby, reference is hereby made to the registration statement. The registration statement, including the exhibits thereto, may be inspected at the Public Reference Room maintained by the SEC at the address set forth below. Statements contained herein concerning any document filed as an exhibit are not necessarily complete, and, in each instance, reference is made to the copy of such document filed as an exhibit to the registration statement. Each such statement is qualified in its entirety by such reference.

Actavis plc and Allergan file annual, quarterly and current reports and other information with the SEC. You may read and copy reports and other information that we file with the SEC at the public reference facilities maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information on the public reference rooms. The SEC also maintains an Internet site at http://www.sec.gov from which you can access our filings. The information contained on the SEC s website is not incorporated by reference into this prospectus supplement or the accompanying prospectus and should not be considered to be part of the prospectus supplement or accompanying prospectus except as described in this section or in the Incorporation of certain documents by reference section.

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Incorporation of certain documents by reference

The rules of the SEC allow us to incorporate by reference information into this prospectus supplement, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus supplement. Information in this prospectus supplement supersedes information incorporated by reference from documents filed with the SEC prior to the date of this prospectus supplement, while information that we file later with the SEC will automatically update and supersede information contained in or previously incorporated by reference into this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus incorporate by reference the documents that we and Allergan have previously filed with the SEC. These documents contain important information about us and Allergan, respectively. The accompanying prospectus incorporates by reference certain documents that Actavis plc and Allergan filed with the SEC.

See Incorporation of certain documents by reference in the accompanying prospectus. This prospectus supplement and the accompanying prospectus incorporate by reference any future filings other than information furnished pursuant to Item 2.02 or Item 7.01 of a Current Report on Form 8-K, that Actavis plc and Allergan make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), on or after the date of this prospectus supplement and before the termination of the offering of the securities covered by this prospectus supplement.

We encourage you to read our and Allergan s periodic and current reports, as they provide additional information about us and Allergan that prudent investors find important. You can obtain a copy of our filings at no cost on our website, http://www.actavis.com under the Investors link, then under the heading Financial Information and then under the subheading SEC Filings. You can obtain a copy of Allergan s filings on its website, http://www.allergan.com. You can also obtain a copy of our filings at no cost by writing to our administrative headquarters, calling or emailing the following address, phone number and email address:

Actavis plc

Morris Corporate Center III

400 Interpace Parkway

Parsippany, New Jersey 07054

Attn: Investor Relations

(862) 261-7000

investor.relations@actavis.com

The information contained on or that can be accessed through our website or Allergan s is not incorporated in, and is not part of, this prospectus supplement, the accompanying prospectus or the registration statement, and you should not rely on that information in making your investment decision unless that information is also in this prospectus supplement or the accompanying prospectus or has been expressly incorporated by reference into this prospectus supplement or the accompanying prospectus. Please note that we have included our website address and Allergan s website address in this prospectus supplement solely as an inactive textual reference.

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Cautionary note regarding forward-looking statements

Any statements contained in this prospectus supplement, the accompanying prospectus and the information incorporated by reference herein and therein that refer to our estimated or anticipated future results or other non-historical facts are forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) that reflect our current perspective of existing trends and information as of the date of the relevant document. Forward-looking statements generally will be accompanied by words such as *anticipate*, *believe*, *plan*, *could*, *should*, *fi* *estimate*, *expect*, *forecast*, *outlook*, *guidance*, *intend*, *may*, *might*, *will*, *possible*, *potential*, *predict*, *project*, *targets*, phrases or expressions. It is important to note that our goals and expectations are not predictions of actual performance. Actual results may differ materially from our current expectations depending upon a number of factors affecting our business. These factors include, among others:

our ability to successfully develop and commercialize new products;

our ability to conform to regulatory standards and receive requisite regulatory approvals;

availability of raw materials and other key ingredients;

uncertainty and costs of legal actions and government investigations;

the inherent uncertainty associated with financial projections;

fluctuations in our operating results and financial condition, particularly given our manufacturing and sales of branded and generic products;

risks associated with acquisitions, mergers and joint ventures, such as difficulties integrating businesses, uncertainty associated with financial projections, projected synergies, restructuring, increased costs, and adverse tax consequences;

the adverse impact of substantial debt and other financial obligations on the ability to fulfill and/or refinance debt obligations;

risks associated with relationships with employees, vendors or key customers as a result of acquisitions of businesses, technologies or products;

our compliance with federal and state healthcare laws, including laws related to fraud, abuse, privacy security;

risks of the generic industry generally;

generic product competition with our branded products;

uncertainty associated with the development of commercially successful branded pharmaceutical products;

uncertainty associated with development and approval of commercially successful biosimilar products;

costs and efforts to defend or enforce technology rights, patents or other intellectual property;

expiration of our patents on our branded products and the potential for increased competition from generic manufacturers;

risks associated with owning the branded and generic version of a product;

competition between branded and generic products;

the ability of branded product manufacturers to limit the production, marketing and use of generic products;

our ability to obtain and afford third-party licenses and proprietary technology we need;

our potential infringement of others proprietary rights;

our dependency on third-party service providers and third-party manufacturers and suppliers that in some cases may be the only source of finished products or raw materials that we need;

our competition with certain of our significant customers;

the impact of our returns, allowance and chargeback policies on our future revenue;

successful compliance with governmental regulations applicable to Actavis plc s and our third party providers facilities, products and/or businesses;

the difficulty of predicting the timing or outcome of product development efforts and regulatory agency approvals or actions, if any;

our vulnerability to and ability to defend against product liability claims and obtain sufficient or any product liability insurance;

our ability to retain qualified employees and key personnel;

the effect of intangible assets and resulting impairment testing and impairment charges on our financial condition;

our ability to obtain additional debt or raise additional equity on terms that are favorable to us;

difficulties or delays in manufacturing;

our ability to manage environmental liabilities;

global economic conditions;

our ability to continue foreign operations in countries that have deteriorating political or diplomatic relationships with the United States;

our ability to continue to maintain global operations;

risks associated with tax liabilities, or changes in U.S. federal or international tax laws to which we are subject, including the risk that the Internal Revenue Service disagrees that we are a foreign corporation for U.S. federal tax purposes;

risks of fluctuations in foreign currency exchange rates;

risks associated with cyber-security and vulnerability of our information and employee, customer and business information that we store digitally;

our ability to maintain internal control over financial reporting;

changes in the laws and regulations, affecting among other things, availability, pricing and reimbursement of pharmaceutical products;

the highly competitive nature of the pharmaceutical industry;

our ability to successfully navigate consolidation of our distribution network and concentration of our customer base;

the difficulty of predicting the timing or outcome of pending or future litigation or government investigations;

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- developments regarding products once they have reached the market; and

- other risks and uncertainties including those discussed in Risk factors in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement.

When considering these forward-looking statements, you should keep in mind the cautionary statements in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. Additional information concerning factors that could cause actual results to differ materially from those in forward-looking statements include those discussed under Risk factors beginning on page S-25 of this prospectus supplement and page 8 of the accompanying prospectus, in Forward looking statements beginning on page 9 of the accompanying prospectus and in our periodic reports referred to in Where you can find more information above, including the risk factors summarized and included in Actavis plc s and Allergan s Annual Reports on Form 10-K for the year ended December 31, 2014. We do not undertake any responsibility to release publicly any revisions to these forward-looking statements to take into account events or circumstances that occur after the date of this prospectus. Additionally, we do not undertake any responsibility to update you on the occurrence of any unanticipated events, which may cause actual results to differ from those expressed or implied by these forward-looking statements.

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Summary

This summary highlights information contained elsewhere in this prospectus supplement and does not contain all of the information you should consider in making your investment decision. You should carefully read the entire prospectus supplement and accompanying prospectus and the information included or incorporated or deemed to be incorporated by reference herein and therein, including the section entitled Risk factors included in this prospectus supplement and the consolidated financial statements and the accompanying notes incorporated by reference in this prospectus supplement, before making an investment decision.

About Actavis plc

We are a global specialty pharmaceutical company engaged in the development, manufacturing, marketing, and distribution of generic, branded generic, brand name (brand), biosimilar and over-the-counter (OTC) pharmaceutical products. We also develop and out-license generic pharmaceutical products primarily in Europe through our Medis third-party business.

We have operations in more than 60 countries throughout North America (U.S., Canada and Puerto Rico) and the rest of world. The U.S. remains our largest commercial market and represented more than half of our total net revenues for each of 2014, 2013 and 2012. As of December 31, 2014, we marketed approximately 250 generic pharmaceutical product families and approximately 80 brand pharmaceutical product families in the U.S. and distributed approximately 12,650 stockkeeping units through our Anda Distribution segment.

As a result of the differences between the types of products we market and/or distribute and the methods by which we distribute these products, we operate and manage our business in three distinct operating segments: North American Brands, North American Generics and International and Anda Distribution.

Our North American Brands business is focused on maintaining a leading position within North America, and in particular, the U.S. market. We market our brand products through our active sales professionals in North America. Our sales and marketing efforts focus on general and specialty physicians who specialize in the diagnosis and treatment of particular medical conditions. Each group offers products to satisfy the unique needs of these physicians. We believe this focused sales and marketing approach enables us to foster close professional relationships with specialty physicians, as well as cover the primary care physicians who also prescribe in selected therapeutic areas. We believe that the current structure of sales professionals is very adaptable to the additional products we plan to add to our brand portfolio. Key therapeutic areas of focus for this segment include:

Central Nervous System (CNS). Key products include the Namenda franchise for dementia and Viibryd® for major depressive disorders.

Women s Health and Urology. Key products include Lo Loestrin® Fe oral contraceptive, Minastrin® 24 Fe oral contraceptive and Estrace® Cream for relief from menopausal symptoms.

Gastroenterology (GI). Key products include Linzess® for irritable bowel syndrome and Asacol® HD/Delzicol® for ulcerative colitis.

Cardiovascular. Key products include Bystolic® for hypertension.

Our North American Generics and International business is focused on maintaining a leading position within both the North American, and in particular, the U.S. market and our key international markets and

strengthening our global position by offering a consistent and reliable supply of quality brand and generic products. Our strategy in the U.S. is to develop pharmaceuticals that are difficult to formulate or manufacture or will complement or broaden our existing product lines. Internationally, we seek to grow our market share in key markets while expanding our presence in new markets. We plan to accomplish this through new product launches, filing existing products overseas and in-licensing products through acquisitions and strategic alliances. In the U.S., we predominantly market our generic products to various drug wholesalers, mail order, government and national retail drug and food store chains utilizing a small team of sales and marketing professionals. We also develop and out-license generic pharmaceutical products through our Medis third party business.

Our Anda Distribution segment distributes generic and brand pharmaceutical products manufactured by third parties, as well as by Actavis plc, primarily to independent pharmacies, pharmacy chains, pharmacy buying groups and physicians offices. Sales are principally generated through our national accounts relationships, an in-house telemarketing staff and through internally developed ordering systems. We believe that we are able to effectively compete in the distribution market, and therefore optimize our market share, based on competitive pricing, high levels of inventory for responsive customer service that includes next day delivery to the entire U.S., and well-established relationships with our customers, supplemented by electronic ordering capabilities. We are the only U.S. pharmaceutical company that has meaningful distribution operations with direct access to independent pharmacies.

We devote significant resources to the research and development (R&D) of brand products, generic products, biosimilars and proprietary drug delivery technologies. We conduct R&D through a network of more than 20 global R&D centers. We are presently developing a number of products through a combination of internal and collaborative programs. As of December 31, 2014, we are developing a number of brand products, some of which utilize novel drug-delivery systems, through a combination of internal and collaborative programs, and we had more than 200 Abbreviated New Drug Applications on file in the U.S. Our R&D strategy focuses on the following product development areas:

- Application of proprietary drug-delivery technology for new product development in specialty areas;
- Acquisition of mid-to-late development-stage brand drugs and biosimilars;
- Off-patent drugs that are difficult to develop or manufacture, or that complement or broaden our existing product lines; and
- Development of sustained-release, semi-solid, liquid, oral transmucosal, transdermal, gel, injectable and other drug delivery technologies and the application of these technologies to proprietary drug forms.

The Allergan acquisition

On November 17, 2014, Actavis plc and Allergan announced a definitive agreement (the Merger Agreement) under which we will acquire Allergan for a combination of $129.22 in cash (the Cash Consideration Portion) and 0.3683 Actavis plc ordinary shares (the Stock Consideration Portion and, together with the Cash Consideration Portion, the Merger Consideration) for each share of Allergan common stock (the Acquisition). Based on the closing price of our shares on November 14, 2014, the transaction was valued at approximately $66.0 billion. The transaction is expected to close in the late first quarter or early second quarter of 2015.

Our combination with Allergan will create one of the top 10 global pharmaceutical companies by sales revenue. We believe the combination provides a strong foundation for long-term growth, anchored by leading franchises

complemented by a late-stage pipeline focused on innovative and durable value-enhancing products within brands, generics, biologics and OTC portfolios.

In the U.S., the combination makes us more relevant to a broader group of physicians and customers through the addition of key Allergan products. We believe that the addition of Allergan s therapeutic franchises in ophthalmology, neurosciences and medical aesthetics/dermatology will complement our existing CNS, GI, women s health and urology franchises. The combined company will also benefit from Allergan s global brand equity and consumer awareness of key products, including Botox® and Restasis® .

Overseas, the combination will enhance our commercial position, expand our portfolio and broaden our footprint. The transaction expands our presence, market and product reach across 100 international markets, with strengthened commercial positions across Canada, Europe, Southeast Asia and other high-value growth markets, including China, India, the Middle East and Latin America.

We intend to use the net proceeds of this offering, together with the net proceeds of the Ordinary Shares Offering and the proposed Debt Financing described below to finance the Cash Consideration Portion of the Acquisition and to pay related fees and expenses. In the event that we do not consummate the Acquisition on or prior to November 30, 2015 or the Merger Agreement is terminated at any time prior to such date, then we expect to use the net proceeds from this offering the Mandatory Convertible Preferred Shares as described under Description of Mandatory Convertible Preferred Shares Acquisition Termination Redemption. This offering is not contingent upon the closing of the Ordinary Shares Offering (nor is the completion of the Ordinary Shares Offering contingent on the closing of this offering) or the completion of the Acquisition, which, if completed, will occur subsequent to the closing of this offering. We cannot assure you that the Acquisition will be completed or, if completed, that it will be completed within the time period or on the terms and with the anticipated benefits described in this prospectus supplement.

Upon the successful closing of the Acquisition, we intend to use the Allergan name as our corporate name for our global branded pharmaceuticals business, and will retain the Actavis name for our global generic pharmaceutical business. The change in our corporate name will be subject to approval by our shareholders.

About Allergan

Allergan is a multi-specialty health care company focused on developing and commercializing innovative pharmaceuticals, biologics, medical devices and over-the-counter products. Allergan discovers, develops and commercializes a diverse range of products for the ophthalmic, neurological, medical aesthetics, medical dermatology, breast aesthetics, urological and other specialty markets around the world.

Allergan sells its products directly through its own sales subsidiaries in approximately 40 countries and, supplemented by independent distributors, in over 100 countries worldwide. Allergan maintains a global strategic marketing team, as well as regional sales and marketing organizations, to support the promotion and sale of products.

Allergan s global research and development efforts are focused on eye care, neurology, urology, skin care and medical aesthetics. Allergan supplements its own R&D activities with a commitment to identify and obtain new technologies through in-licensing, research collaborations, joint ventures and acquisitions.

Allergan s diversified business model includes products for which patients may be eligible for reimbursement and cash pay products that consumers pay for directly out-of-pocket.

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Allergan operates its business on the basis of two reportable segments specialty pharmaceuticals and medical devices. The specialty pharmaceuticals segment produces a broad range of pharmaceutical products, including: ophthalmic products for dry eye, glaucoma, inflammation, infection, allergy and retinal disease; Botox® for certain therapeutic and aesthetic indications; skin care products for acne, psoriasis, eyelash growth and other prescription and OTC skin care products; and urologics products. The medical devices segment produces a broad range of medical devices, including: breast implants for augmentation, revision and reconstructive surgery and tissue expanders; and facial aesthetics products.

Key therapeutic areas of focus for the specialty pharmaceuticals segment include:

Eye Care Pharmaceuticals. Key products include Restasis® for chronic dry eye, Alphagan® and Lumigan® for glaucoma, and Ozurdex® for macular edema and uveitis.

Neuromodulators. The key product in this area is Botox®, which is approved in the United States for both therapeutic indications (including adult chronic migraine, overactive bladder, urinary incontinence and cervical dystonia) and for cosmetic uses (including the temporary improvement in the appearance of moderate to severe glabellar lines in adults age 65 or younger).

Skin Care. Key products include Aczone® and Tazorac® for acne treatment, Latisse® for growing longer, fuller and darker eyelashes, and the SkinMedica® family of various physician-dispensed, non-prescription aesthetic products.

Key areas of focus for the medical devices segment include:

Facial Aesthetics. The key product in this area is the Juvéderm® dermal filler family of products.

Breast Aesthetics. Key products include silicone gel and saline breast implants in a variety of shapes, sizes and textures for breast augmentation, revision and reconstructive surgery.

Plastic Surgery. The key product in this area is the Seri® Surgical Scaffold product indicated for use as a transitory scaffold for soft tissue support and repair.

Financing transactions

In addition to this offering, we expect to obtain or otherwise incur additional financing for the Acquisition as described below.

Ordinary Shares Offering. Concurrently with this offering, we are offering, by means of a separate prospectus supplement, of our ordinary shares, plus up to additional ordinary shares that the underwriters of the Ordinary Shares Offering have the option to purchase from us solely to cover overallotments, if any, in each case, at the public offering price of $ per share. For a description of certain of the terms of our ordinary shares, see Description of Actavis Ordinary Shares in the accompanying prospectus. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy the securities being offered in the Ordinary Shares Offering.

Debt Financing. Subsequent to this offering and, if completed, the Ordinary Shares Offering, we or one or more of our subsidiaries expect to offer approximately $22.0 billion in aggregate principal amount of senior notes (the Senior Notes) to fund a portion of the Cash Consideration Portion, and related fees and expenses,

for the Acquisition. In connection with the Acquisition, we also expect that one or more of our subsidiaries will borrow up to $5.5 billion under senior unsecured term loan facilities (the Term Facilities), consisting of a tranche of three-year senior unsecured term loans in an original aggregate principal amount of $2.75 billion and a tranche of five-year senior unsecured term loans in an original aggregate principal amount of $2.75 billion, and will borrow amounts under a 60-day senior unsecured bridge loan facility in an original aggregate principal amount of up to $4.698 billion (the Cash Bridge Facility). We expect to repay any amount borrowed under the Cash Bridge Facility with available cash on hand. In addition, if and to the extent the Mandatory Convertible Preferred Shares offered hereby, the ordinary shares issued substantially concurrently herewith or the proposed Senior Notes are not issued and sold (or are issued in lesser amounts), we will borrow up to $30.9 billion in loans under a 364-day senior unsecured bridge facility (the Bridge Facility). We refer to any debt financing that we expect to incur to fund the Cash Consideration Portion for the Acquisition and to pay related fees and expenses as the Debt Financing . This prospectus supplement is not an offer to sell or a solicitation of an offer to buy any debt that may be sold or placed in the proposed Debt Financing.

Completion of this offering is not contingent upon completion of (1) the closing of the Ordinary Shares Offering, (2) the closing of the proposed Debt Financing or (3) the completion of the Acquisition. Accordingly, even if the Acquisition or the other financing transactions do not occur, the Mandatory Convertible Preferred Shares sold in this offering may remain outstanding, and we will not have any obligation to offer to repurchase any or all of the Mandatory Convertible Preferred Shares sold in this offering though we may, at our option, redeem the Mandatory Convertible Preferred Shares if the Acquisition has not closed on or before 5:00 p.m. (New York City time) on November 30, 2015, the Merger Agreement is terminated or we determine the Acquisition will not occur.

We cannot assure you that we will complete the Acquisition or any of the other financing transactions on the terms contemplated by this prospectus supplement or at all.

After the closing of the Acquisition, if completed, we may also replenish our cash or repay any borrowings made in connection with the Acquisition with the proceeds of additional financings.

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The offering

The summary below contains basic information about this offering. It does not contain all of the information you should consider in making your investment decision. You should read the entire prospectus supplement and the accompanying prospectus and the information included or incorporated and deemed to be incorporated by reference herein and therein, including the section entitled Risk factors included in this prospectus supplement and the consolidated financial statements and the accompanying notes incorporated by reference in this prospectus supplement, before making an investment decision. As used in this section, we , our and us refer only to Actavis plc and not to its consolidated subsidiaries.

Issuer	Actavis plc, an Irish public limited company.
Securities Offered	of our % Mandatory Convertible Preferred Shares, Series A, par value $0.0001 per share.
Public Offering Price	$ per Mandatory Convertible Preferred Share.
Overallotment Option	We have granted the underwriters a 30-day option to purchase up to additional Mandatory Convertible Preferred Shares (10% of the total offering) solely to cover overallotments, if any, at the public offering price, less the underwriting discounts and commissions.
Dividends	% of the liquidation preference of $1,000.00 per Mandatory Convertible Preferred Share per annum. Dividends shall accumulate from the most recent date as to which dividends shall have been paid or, if no dividends have been paid, from the first original issue date, whether or not in any dividend period or periods there have been funds legally available for the payment of such dividends, and, to the extent that we are legally permitted to pay dividends and our board of directors (which term, as used in this summary, includes an authorized committee of the board) declares a dividend with respect to the Mandatory Convertible Preferred Shares, we will pay such dividend in cash or, subject to certain limitations, in our ordinary shares or by delivery of any combination of cash and our ordinary shares, as determined by us in our sole discretion, on each dividend payment date; provided that any undeclared or unpaid dividends will continue to accumulate. Dividends that are declared will be payable on the dividend payment dates to holders of record of the Mandatory Convertible Preferred Shares on the immediately preceding February 15, May 15, August 15 and November 15 (each a record date), whether or not such holders convert their shares, or such shares are automatically converted, after a record date and on or prior to the immediately succeeding dividend payment date. Assuming the initial issue date is , 2015, the expected dividend payable on the first dividend payment date is $ per share. Each subsequent dividend is expected to be $ per share. See Description of Mandatory Convertible Preferred Shares Dividends .
	If we elect to make any payment of a declared dividend, or any portion thereof, in our ordinary shares, such shares shall be valued for such purpose at the average VWAP per ordinary share (as defined under Description of Mandatory Convertible Preferred Shares Method of Payment of Dividends) over the five

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consecutive trading day period beginning on and including the seventh scheduled trading day prior to the applicable dividend payment date (the average price), multiplied by 97%. In no event will the number of our ordinary shares delivered in connection with any declared dividend, including any declared dividend payable in connection with a conversion, exceed a number equal to the total dividend payment divided by $, which amount represents 35% of the initial price (as defined below) (subject to adjustment in a manner inversely proportional to any anti-dilution adjustment to each fixed conversion rate as described below) (such dollar amount, as adjusted, the floor price). To the extent that the amount of the declared dividend exceeds the product of the number of our ordinary shares delivered in connection with such declared dividend and 97% of the average price, we will, if we are legally able to do so, declare and pay such excess amount in cash.

The initial price is $, which equals the per share public offering price of our ordinary shares in the Ordinary Shares Offering.

Under Irish law, our board of directors (or an authorized committee) may only declare and pay cash dividends on the Mandatory Convertible Preferred Shares out of our distributable reserves. While as of December 31, 2014 we did not have distributable reserves, we have filed a petition with the Irish High Court to confirm the creation of approximately $5.79 billion of distributable reserves by decreasing our share premium account. We have undertaken to the underwriters to use reasonable best efforts to create distributable reserves if the Irish High Court declines our petition. If distributable reserves are not created, we may deliver ordinary shares instead of cash to satisfy our obligations under the Mandatory Convertible Preferred Shares.

Dividend Payment Dates

March 1, June 1, September 1 and December 1 of each year, commencing on June 1, 2015 and to, and including, the mandatory conversion date.

Acquisition Termination Redemption

If the Acquisition has not closed on or before 5:00 p.m. (New York City time) on November 30, 2015, the Merger Agreement is terminated or if we determine in our reasonable judgment that the Acquisition will not occur, we may, at our option, give notice of acquisition termination redemption to the holders of the Mandatory Convertible Preferred Shares. If we provide such notice, then, on the acquisition termination redemption date (as defined herein), we will be required to redeem the Mandatory Convertible Preferred Shares, in whole but not in part, at a redemption amount per Mandatory Convertible Preferred Share equal to the acquisition termination make-whole amount described herein.

If redeemed, we will pay the acquisition termination make-whole amount in cash unless the acquisition termination share price described herein is greater than the initial price. If the acquisition termination share price is greater than the initial price, we will pay the acquisition termination make-whole amount in ordinary shares and cash, unless we elect, subject to certain limitations, to pay

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cash or ordinary shares in lieu of such amounts. See Description of Mandatory Convertible Preferred Shares Acquisition termination redemption.

Other than pursuant to the provisions described in this prospectus supplement, the Mandatory Convertible Preferred Shares will not be redeemable by us. See Description of Mandatory Convertible Preferred Shares Acquisition termination redemption.

Mandatory Conversion Date March 1, 2018.

Mandatory Conversion On the mandatory conversion date, each Mandatory Convertible Preferred Share, unless previously converted, will automatically convert into our ordinary shares based on the conversion rate.

If we declare a dividend for the dividend period ending on the mandatory conversion date, we will pay such dividend to the holders of record as of the immediately preceding record date, as described above. If, prior to the mandatory conversion date, we have not declared all or any portion of the accumulated dividends on the Mandatory Convertible Preferred Shares, the conversion rate will be adjusted so that holders receive an additional number of our ordinary shares equal to the amount of such undeclared, accumulated and unpaid dividends (such amount, the additional conversion amount) divided by the greater of the floor price and 97% of the average price. To the extent that the additional conversion amount exceeds the product of the number of additional shares and 97% of the average price, we will, if we are legally able to do so, declare and pay such excess amount in cash pro rata to the holders of the Mandatory Convertible Preferred Shares.

Conversion Rate The conversion rate for each Mandatory Convertible Preferred Share will be not more than of our ordinary shares and not less than of our ordinary shares (the minimum conversion rate), depending on the applicable market value of our ordinary shares, and subject to certain anti-dilution adjustments. The applicable market value of our ordinary shares is the average VWAP per ordinary share over the 20 consecutive trading day period beginning on and including the 22nd scheduled trading day immediately preceding the mandatory conversion date.

The conversion rate will be calculated as described under Description of Mandatory Convertible Preferred Shares Mandatory conversion , and the following table illustrates the conversion rate per Mandatory Convertible Preferred Share, subject to certain anti-dilution adjustments.

Applicable market value of our ordinary shares	Conversion rate (number of our ordinary shares to be received upon mandatory conversion of each Mandatory Convertible Preferred Share)
Greater than $ (which is the threshold appreciation price)	shares (approximately equal to $1,000.00 divided by the threshold appreciation price).
Equal to or less than $ but greater than or equal to $	Between and shares, determined by dividing $1,000.00 by the applicable market value of our ordinary shares.
Less than $ (which is the initial price)	shares (approximately equal to $1,000.00 divided by the initial price).

Conversion at the Option of the Holder

At any time prior to March 1, 2018, other than during a fundamental change conversion period (as defined below), holders of the Mandatory Convertible Preferred Shares may elect to convert their Mandatory Convertible Preferred Shares in whole or in part (but in no event less than one Mandatory Convertible Preferred Share), into our ordinary shares at the minimum conversion rate of ordinary shares per Mandatory Convertible Preferred Share (early conversion) as described under Description of Mandatory Convertible Preferred Shares Conversion at the option of the holder . The minimum conversion rate is subject to certain anti-dilution adjustments.

If, as of the effective date of any early conversion (the early conversion date), we have not declared all or any portion of the accumulated dividends for all dividend periods ending on a dividend payment date prior to such early conversion date, the conversion rate for such early conversion will be adjusted so that holders converting their Mandatory Convertible Preferred Shares at such time receive an additional number of our ordinary shares equal to such amount of undeclared, accumulated and unpaid dividends for such prior dividend periods, divided by the greater of the floor price and the average VWAP per ordinary share over the 20 consecutive trading day period commencing on and including the 22nd scheduled trading day immediately preceding the early conversion date (the early conversion average price). To the extent that the cash amount of the undeclared, accumulated and unpaid dividends for all dividend periods ending on a dividend payment date prior to the relevant early conversion date exceeds the value of the product of the number of additional shares added to the conversion rate and the early conversion average price, we will not have any obligation to pay the shortfall in cash.

Conversion at the Option of the Holder Upon Fundamental Change; Fundamental Change Dividend Make-Whole Amount	If a fundamental change (as defined under Description of Mandatory Convertible Preferred Shares Conversion at the option of the holder upon fundamental change; fundamental change dividend make-whole amount) occurs on or prior to March 1, 2018, holders of the Mandatory Convertible Preferred Shares will have the right to convert their Mandatory Convertible Preferred Shares, in whole or in part (but in no event less than one Mandatory Convertible Preferred Share), into ordinary shares at the fundamental change conversion rate during the period (the fundamental change conversion period) beginning on the effective date of such fundamental change (the fundamental change effective date) and ending on the date that is 20 calendar days after the fundamental change effective date (or, if earlier, the mandatory conversion date). The fundamental change conversion rate will be determined based on the fundamental change effective date and the price paid or deemed paid per ordinary share in the transaction resulting in such fundamental change (the fundamental change share price).
	Holders who convert their Mandatory Convertible Preferred Shares within the fundamental change conversion period will also receive a fundamental change dividend make-whole amount , in cash or in our ordinary shares or any combination thereof, equal to the present value (computed using a discount rate of % per annum) of all remaining dividend payments on their Mandatory Convertible Preferred Shares (excluding any accumulated dividend amount (as defined under Description of Mandatory Convertible Preferred Shares Conversion at the option of the holder upon fundamental change; fundamental change dividend make-whole amount Fundamental change dividend make-whole amount and accumulated dividend amount) and declared dividends for a dividend period during which the fundamental change effective date falls) from such fundamental change effective date to, but excluding, the mandatory conversion date. If we elect to pay the fundamental change dividend make-whole amount in our ordinary shares in lieu of cash, the number of our ordinary shares that we will deliver will equal (x) the fundamental change dividend make-whole amount divided by (y) the greater of the floor price and 97% of the fundamental change share price.
	In addition, to the extent that the accumulated dividend amount exists as of the fundamental change effective date, holders who convert their Mandatory Convertible Preferred Shares within the fundamental change conversion period will be entitled to receive such accumulated dividend amount in cash (to the extent we are legally permitted to do so) or our ordinary shares or any combination thereof, at our election, upon conversion. If we elect to pay the accumulated dividend amount in our ordinary shares in lieu of cash, the number of our ordinary shares that we will deliver will equal (x) the accumulated

dividend amount divided by (y) the greater of the floor price and 97% of the fundamental change share price. To the extent that the fundamental change dividend make-whole amount or the accumulated dividend amount or any portion thereof paid in our ordinary shares exceeds the product of the number of additional shares we deliver in respect thereof and 97% of the fundamental change share price, we will, if we are legally able to do so, declare and pay such excess amount in cash. See Description of Mandatory Convertible Preferred Shares Conversion at the option of the holder upon fundamental change; Fundamental change dividend make-whole amount .

Anti-Dilution Adjustments

The conversion rate may be adjusted in the event of, among other things: (1) dividends or distributions of ordinary shares; (2) certain issuances of ordinary share rights or warrants to purchase our ordinary shares at less than the current market price; (3) subdivisions or combinations of our ordinary shares; (4) certain distributions of evidences of our indebtedness, shares of our share capital, securities, rights to acquire shares of our share capital, cash or other assets, including share capital of subsidiaries or other business units in spin-offs; (5) dividends or other distributions consisting exclusively of cash other than in connection with certain reorganization events, a voluntary or involuntary liquidation, dissolution or winding up, or a tender or exchange offer; and (6) certain self-tender or exchange offers for our ordinary shares. See Description of Mandatory Convertible Preferred Shares Anti-dilution adjustments .

Liquidation Preference

$1,000.00 per Mandatory Convertible Preferred Share.

Voting Rights

Except as specifically required by Irish law or our Amended and Restated Memorandum and Articles of Association (Articles) or the extract resolutions of the board of directors, or an authorized committee thereof, of Actavis plc setting forth the terms of the Mandatory Convertible Preferred Shares (the Designations), the holders of Mandatory Convertible Preferred Shares will have no voting rights.

Whenever dividends on the Mandatory Convertible Preferred Shares (i) have not been declared and paid, or (ii) have been declared but a sum of cash or number of our ordinary shares sufficient to discharge our obligations in respect thereof has not been set aside for the benefit of the holders thereof on the applicable record date, for the equivalent of six or more dividend periods, whether or not consecutive, the authorized number of directors on our board of directors will, at the next annual meeting of shareholders or at a special meeting of shareholders, automatically be increased by two and the holders of the Mandatory Convertible Preferred Shares, voting together as a single class with holders of any and all other series of voting preferred shares then outstanding, will be entitled, at our next annual meeting or at a special meeting of shareholders, to elect two directors to fill such newly created directorships created thereby, subject to certain limitations.

We will not, without the affirmative vote or consent of holders of at least two-thirds of the outstanding Mandatory Convertible Preferred Shares and all other series of voting preferred shares entitled to vote thereon, voting together as a

single class (1) amend or alter the provisions of our Articles or the Designations so as to authorize or create, or increase the authorized amount of, any specific class or series of senior shares (as defined below); (2) amend, alter or repeal the provisions of our Articles or the Designations so as to adversely affect the special rights, preferences, privileges or voting powers of the Mandatory Convertible Preferred Shares; or (3) consummate a binding share exchange or reclassification involving the Mandatory Convertible Preferred Shares or a merger or consolidation of us with another entity, unless in each case the Mandatory Convertible Preferred Shares remain outstanding or, in the case of any such merger or consolidation with respect to which we are not the surviving or resulting entity, are replaced by preferred shares of the surviving or resulting entity, and the Mandatory Convertible Preferred Shares that remain outstanding or such preferred shares, as the case may be, have terms, taken as a whole, not materially less favorable to holders, in each case subject to certain exceptions. For more information about voting rights, see Description of Mandatory Convertible Preferred Shares Voting rights .

Certain matters, such as increasing the amount of authorized but unissued preferred shares or the issuance of additional Mandatory Convertible Preferred Shares or additional preferred shares of a class or series of parity shares (as defined below) or junior shares (as defined below), will not require the affirmative vote of holders of Mandatory Convertible Preferred Shares. For more information, see Description of Mandatory Convertible Preferred Shares Voting rights and Risk factors Risks relating to the Mandatory Convertible Preferred Shares and Ordinary Shares You will have no voting rights except under limited circumstances.

Ranking

The Mandatory Convertible Preferred Shares will rank with respect to dividend rights and distribution rights upon our liquidation, winding-up or dissolution:

- senior to our ordinary shares and each class or series of our share capital established in the future unless the terms of such shares expressly provide that they will rank senior to, or on parity with, the Mandatory Convertible Preferred Shares (junior shares);
- on parity with each class or series of our share capital established in the future the terms of which expressly provide that they will rank on parity with the Mandatory Convertible Preferred Shares (parity shares);
- junior to each class or series of our share capital established in the future the terms of which expressly provide that they will rank senior to the Mandatory Convertible Preferred Shares (senior shares); and
- junior to our existing and future indebtedness.

For information concerning the ranking of the Mandatory Convertible Preferred Shares, see Description of Mandatory Convertible Preferred Shares Ranking .

As of December 31, 2014, we had a total of approximately $15.5 billion of outstanding indebtedness and, on an as-adjusted basis after giving effect to the

	proposed Debt Financing, other than the Cash Bridge Facility, and the Acquisition, would have had approximately $45.2 billion of outstanding indebtedness, in each case including long-term debt and short-term debt. We have the ability to, and may incur, additional indebtedness in the future.
Use of Proceeds	We estimate that the net proceeds to us from this offering, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately $ (or approximately $ if the underwriters exercise their overallotment option in full). We expect to use the net proceeds of this offering, together with the net proceeds of the Ordinary Shares Offering and the proposed Debt Financing, to finance the Cash Consideration Portion of the purchase price for the Acquisition and to pay related fees and expenses. In the event that we do not consummate the Acquisition on or prior to November 30, 2015 or the Agreement is terminated at any time prior to such date, then we expect to use the net proceeds from this offering to redeem the Mandatory Convertible Preferred Shares as described under Description of Mandatory Convertible Preferred Shares Acquisition termination redemption.
Certain United States Federal Income Tax Considerations	The material United States federal income tax consequences of purchasing, owning and disposing of the Mandatory Convertible Preferred Shares and any ordinary shares received upon conversion are described in Certain United States federal income tax considerations.
Certain Irish Tax Considerations	The material Irish tax consequences of purchasing, owning and disposing of the Mandatory Convertible Preferred Shares and any ordinary shares received upon conversion are described in Certain Irish tax considerations. Affected holders of the Mandatory Convertible Preferred Shares may take actions so Irish dividend withholding tax is not withheld from dividends, as described in Certain Irish tax considerations Withholding tax on dividends (DWT).
Listing	We intend to apply to have the Mandatory Convertible Preferred Shares listed on the NYSE under the symbol ACTPRA . Our ordinary shares are listed on the NYSE under the symbol ACT .
Concurrent Ordinary Shares Offering	Concurrently with this offering, we are offering, by means of a separate prospectus supplement, of our ordinary shares, plus up to an additional of our ordinary shares that the underwriters of such offering have the option to purchase from us solely to cover overallotments, if any, in each case, at the actual public offering price of $ per ordinary share in connection with the financing of the Acquisition.
Transfer Agent and Registrar	Computershare Trust Company, N.A. is the transfer agent and registrar for the Mandatory Convertible Preferred Shares.

Payment and Settlement The Mandatory Convertible Preferred Shares are expected to be delivered against payment on , 2015. The Mandatory Convertible Preferred Shares will be registered in the name of a nominee of Depository Trust Company (DTC) in New York, New York. In general, beneficial ownership interests in the Mandatory Convertible Preferred Shares will be shown on, and transfers of these beneficial ownership interests will be effected only through, records maintained by DTC and its direct and indirect participants.

Immediately after the consummation of this offering, we will have Mandatory Convertible Preferred Shares issued and outstanding (or if the underwriters exercise their overallotment option in full). Immediately after the completion of the Ordinary Shares Offering, we will have of our ordinary shares issued and outstanding. The number of our ordinary shares outstanding immediately after the Ordinary Shares Offering that appears in the preceding sentence is based on 266.3 million of our ordinary shares outstanding as of February 13, 2015 plus of our ordinary shares that we are offering pursuant to the Ordinary Shares Offering, but excluding:

of our ordinary shares issuable on the exercise of the underwriters overallotment option in the Ordinary Shares Offering;

the estimated issuance of 110 million ordinary shares in the Ordinary Shares Offering to pay the aggregate Stock Consideration Portion of the Acquisition;

up to of our ordinary shares (up to of our ordinary shares if the underwriters in this offering exercise their overallotment option in full), in each case assuming mandatory conversion based on an applicable market value of our ordinary shares equal to the threshold appreciation price of $ and subject to anti-dilution, make-whole and other adjustments, that would be issuable upon conversion of Mandatory Convertible Preferred Shares issued in this offering; and

an aggregate of approximately 15.2 million of our ordinary shares reserved for issuance under our various share compensation plans as of December 31, 2014.

Risk factors

See Risk factors beginning on page S-25 of this prospectus supplement and page 8 of the accompanying prospectus for a discussion of factors to which you should refer and carefully consider prior to making an investment in the Mandatory Convertible Preferred Shares.

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Summary historical and pro forma financial data

The following table sets forth the summary historical and pro forma financial data of Actavis plc. The following summary selected historical financial data should be read in conjunction with Business, Management s Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto of Actavis plc, which are incorporated by reference in this prospectus supplement. The following table sets forth summary selected financial data of Actavis plc as of and for the years ended December 31, 2014 and 2013. The financial data as of December 31, 2014 and 2013 and for the years ended December 31, 2014 and 2013 have been derived from the audited financial statements of Actavis plc. The unaudited pro forma financial information of Actavis plc is based upon the historical financial statements of Actavis plc and Allergan for the year ended December 31, 2014, each of which are incorporated by reference herein, adjusted to give effect to the transactions described under Unaudited pro forma combined financial information included in this prospectus supplement.

	Years ended December 31,		
(In millions, except per share amounts)	**2013**	**2014**	**Pro Forma 2014**
Net revenues	$ 8,677.6	$ 13,062.3	$ 22,595.5
Operating expenses:			
Cost of sales (excludes amortization and impairment of acquired intangibles including product rights)	4,690.7	6,303.8	7,602.2
Research and development	616.9	1,085.9	2,801.4
Selling and marketing	1,020.3	1,850.0	4,870.9
General and administrative	1,027.5	1,743.2	3,158.9
Amortization	842.7	2,597.5	7,668.5
Goodwill impairments	647.5	17.3	17.3
In-process research and development impairments	4.9	424.3	424.3
Loss on assets held for sale	42.7	190.8	190.8
Assets sales, impairments, and contingent consideration adjustment, net	207.6	117.2	145.4
Total operating expenses	9,100.8	14,330.0	26,879.7
Operating income (loss)	(423.2)	(1,267.7)	(4,284.2)
Interest income	4.8	8.9	30.4
Interest expense	(239.8)	(411.8)	(1,605.0)
Other income (expense), net	19.8	(41.5)	52.3
Total other income (expense), net	(215.2)	(444.4)	(1,522.3)
(Loss) before income taxes and noncontrolling interest	(638.4)	(1,712.1)	(5,806.5)
(Benefit) / provision for income taxes	112.7	(81.9)	(733.4)
Net (loss)	(751.1)	(1,630.2)	(5,073.1)
(Income) / loss attributable to noncontolling interest	0.7	(0.3)	(4.9)
Net (loss) attributable to ordinary shareholders	$ (750.4)	$ (1,630.5)	$ (5,078.0)
(Loss) per share attributable to ordinary shareholders:			
Basic	$ (5.27)	$ (7.42)	$ (13.04)
Diluted	$ (5.27)	$ (7.42)	$ (13.04)

Weighted average shares outstanding:			
Basic	142.3	219.7	389.4
Diluted	142.3	219.7	389.4

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(in millions)	At December 31, 2013	2014	Pro forma 2014
Current assets	$ 4,434.7	$ 6,881.7	$ 11,507.4
Working capital, excluding assets and liabilities held for sale	1,115.4	939.8	3,711.4
Total assets	22,725.9	52,529.1	139,497.5
Total debt and capital leases	9,052.0	15,543.7	45,211.3
Total equity	9,537.1	28,335.5	70,211.7

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Risk factors

Investing in the Mandatory Convertible Preferred Shares involves risk. We and our subsidiaries are subject to various regulatory, operating and other risks as a result of the nature of our operations and the marketplace in which we operate. Many of these risks are beyond our control and several pose significant challenges to our business, operations, revenues, net income and cash flows. Before you decided to buy any Mandatory Convertible Preferred Shares, you should carefully consider the risks described below, which include risks associated with our acquisition of Allergan, together with the risk factors described in the accompanying prospectus and with all the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. The risks described herein and therein are not the only ones we face. Additional risks of which we are not presently aware or that we currently believe are immaterial may also harm our business. If any of the risks actually occur, our business, financial condition or results of operations could suffer. In that event, you may lose all or part of your investment in the Mandatory Convertible Preferred Shares.

For more information about the risks, uncertainties and assumptions relating to us and our business, we refer you to the discussion under the caption Risk factors included in our Annual Report on Form10-K for the year ended December 31, 2014, as updated by annual, quarterly and other reports and documents we file with the SEC, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

For more information about the risks, uncertainties and assumptions relating to Allergan and its business, we refer you to the discussion under the caption Risk factors included in Allergan s Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

Risks relating to the Mandatory Convertible Preferred Shares and ordinary shares

You will bear the risk of a decline in the market price of our ordinary shares between the pricing date for the Mandatory Convertible Preferred Shares and the mandatory conversion date.

The number of our ordinary shares that you will receive upon mandatory conversion of the Mandatory Convertible Preferred Shares is not fixed but instead will depend on the applicable market value of our ordinary shares, which is the average VWAP per ordinary share over the 20 consecutive trading day period beginning on and including the 22nd scheduled trading day immediately preceding the mandatory conversion date. The aggregate market value of our ordinary shares that you would receive upon mandatory conversion may be less than the aggregate liquidation preference of the Mandatory Convertible Preferred Shares. Specifically, if the applicable market value of our ordinary shares is less than the initial price of $, the market value of our ordinary shares that you would receive upon mandatory conversion of each Mandatory Convertible Preferred Shares will be less than the $1,000.00 liquidation preference, and an investment in the Mandatory Convertible Preferred Shares would result in a loss. Accordingly, you will bear the risk of a decline in the market price of our ordinary shares. Any such decline could be substantial.

The opportunity for equity appreciation provided by your investment in the Mandatory Convertible Preferred Shares is less than that provided by a direct investment in our ordinary shares.

The market value of our ordinary shares that you would receive upon mandatory conversion of each Mandatory Convertible Preferred Share on the mandatory conversion date will only exceed the liquidation preference of $1,000.00 per Mandatory Convertible Preferred Share if the applicable market value of our ordinary shares exceeds the threshold appreciation price of $. The threshold appreciation price represents an appreciation of % over the initial price. In this event, you would receive on the mandatory conversion date approximately

% (which percentage is equal to the initial price divided by the threshold appreciation price) of the value of our ordinary shares that you would have received if you had made a direct investment in our ordinary shares on the date of this prospectus supplement. This means that the opportunity for equity appreciation provided by an investment in the Mandatory Convertible Preferred Shares is less than that provided by a direct investment in our ordinary shares.

In addition, if the market value of our ordinary shares appreciates and the applicable market value of our ordinary shares is equal to or greater than the initial price but less than or equal to the threshold appreciation price, the aggregate market value of our ordinary shares that you would receive upon mandatory conversion will only be equal to the aggregate liquidation preference of the Mandatory Convertible Preferred Shares, and you will realize no equity appreciation on our ordinary shares.

Our ability to declare and pay cash dividends on the Mandatory Convertible Preferred Shares may be limited.

Our declaration and payment of cash dividends on the Mandatory Convertible Preferred Shares in the future will be determined by our board of directors (or an authorized committee thereof) in its sole discretion and will depend on business conditions, our financial condition, earnings and liquidity and other factors. See Risks Relating to Our Business for a discussion of some of these factors.

The agreements governing any of our and our subsidiaries existing or future indebtedness may limit our ability to declare and pay cash dividends on our ordinary shares and the Mandatory Convertible Preferred Shares. In the event that the agreements governing any such indebtedness restrict our ability to declare and pay dividends in cash on the Mandatory Convertible Preferred Shares, we may be unable to declare and pay dividends in cash on the Mandatory Convertible Preferred Shares unless we can repay or refinance the amounts outstanding under such agreements.

In addition, under Irish law, our board of directors (or an authorized committee thereof) may only declare and pay dividends on shares of our share capital out of our distributable reserves . Distributable reserves generally means the excess of our accumulated realized profits over our accumulated realized losses, and also includes distributable reserves created by way of a reduction of capital, as reflected in our most recent unconsolidated accounts presented to our shareholders at our annual general meeting or such other interim financial statements prepared for such purpose. In addition, under Irish law, we can only make a distribution or pay a dividend to the extent our net assets are equal to, or in excess of, the aggregate of our called up share capital plus undistributable reserves and the distribution or dividend would not reduce our net assets below such aggregate amount. Undistributable reserves include our share premium account and the amount by which our accumulated unrealized profits, so far as not previously utilized by any capitalization, exceed our accumulated unrealized losses, so far as not previously written off in a reduction or reorganization of our capital. While as of December 31, 2014 we did not have distributable reserves out of which to pay cash dividends on the Mandatory Convertible Preferred Shares, we have filed a petition with the Irish High Court to confirm the creation of approximately $5.79 billion of distributable reserves by reducing some of the share premium created by the issuance of our ordinary shares in connection with the Warner Chilcott Acquisition. We expect to receive approval of the Irish High Court in advance of the first dividend payment on the Mandatory Convertible Preferred Shares. We are 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. In the event that distributable reserves are not created, no distributions (whether by way of dividends, redemptions or otherwise) will be permitted under Irish law until such time as the Company has created sufficient distributable reserves from its trading activities. Further, even if we are permitted under our contractual obligations and Irish law to declare and pay cash dividends on the Mandatory Convertible Preferred Shares, we may not have sufficient cash to declare and pay dividends in cash on the Mandatory Convertible Preferred Shares. In such circumstances, we may elect to deliver our ordinary shares to satisfy our obligations

under the Mandatory Convertible Preferred Shares instead of paying a cash dividend or distribution. Delivering ordinary shares amounts to a capitalization of our reserves as opposed to a distribution under Irish law.

If upon (i) mandatory conversion, (ii) an early conversion at the option of a holder or (iii) an early conversion upon a fundamental change, we have not declared and paid all or any portion of the accumulated dividends payable on the Mandatory Convertible Preferred Shares for specified periods, converting holders will receive an additional number of our ordinary shares having a market value generally equal to the amount of such undeclared, accumulated and unpaid dividends, subject to the limitations described under Description of Mandatory Convertible Preferred Shares Mandatory conversion , Description of Mandatory Convertible Preferred Shares Conversion at the option of the holder and Description of Mandatory Convertible Preferred Shares Conversion at the option of the holder upon fundamental change; Fundamental change dividend make-whole amount , respectively. In the case of mandatory conversion or conversion upon a fundamental change, if these limits to the adjustment of the conversion rate are reached, we will pay the shortfall in cash if we have sufficient distributable reserves, are otherwise legally permitted to do so and are not restricted by the terms of our indebtedness at that time. We will not have an obligation to pay the shortfall in cash if these limits to the adjustment of the conversion rate are reached in the case of an early conversion at the option of the holder.

Recent regulatory actions may adversely affect the trading price and liquidity of the Mandatory Convertible Preferred Shares.

Investors in, and potential purchasers of, the Mandatory Convertible Preferred Shares who employ, or seek to employ, a convertible arbitrage strategy with respect to the Mandatory Convertible Preferred Shares may be adversely impacted by regulatory developments that may limit or restrict such a strategy. The SEC and other regulatory and self-regulatory authorities have implemented various rules and may adopt additional rules in the future that restrict and otherwise regulate short selling and over-the-counter swaps and security-based swaps, which restrictions and regulations may adversely affect the ability of investors in, or potential purchasers of, the Mandatory Convertible Preferred Shares to conduct a convertible arbitrage strategy with respect to the Mandatory Convertible Preferred Shares. This could, in turn, adversely affect the trading price and liquidity of the Mandatory Convertible Preferred Shares.

The adjustment to the conversion rate and the payment of the fundamental change dividend make-whole amount upon the occurrence of certain fundamental changes may not adequately compensate you.

If a fundamental change (as defined in Description of Mandatory Convertible Preferred Shares Conversion at the option of the holder upon fundamental change; Fundamental change dividend make-whole amount) occurs on or prior to the mandatory conversion date, holders will be entitled to convert their Mandatory Convertible Preferred Shares during the fundamental change conversion period at the fundamental change conversion rate (in each case as defined in Description of Mandatory Convertible Preferred Shares Conversion at the option of the holder upon fundamental change; Fundamental change dividend make-whole amount). The fundamental change conversion rate represents an adjustment to the conversion rate otherwise applicable unless the fundamental change share price (as defined in Description of Mandatory Convertible Preferred Shares Conversion at the Option of the Holder upon Fundamental Change; Fundamental Change Dividend Make-whole Amount) is less than $ or above $ (in each case, subject to adjustment). In addition, with respect to any Mandatory Convertible Preferred Shares converted during the fundamental change conversion period, you will also receive, among other consideration, a fundamental change dividend make-whole amount in cash (provided we have sufficient distributable reserves), ordinary shares or a combination thereof. Although this adjustment to the conversion rate and the payment of the fundamental change dividend make-whole amount are designed to compensate you for the lost option value of the Mandatory Convertible Preferred Shares and lost dividends as a result of a fundamental change, they are only an approximation of such lost value and lost dividends and may not adequately compensate you for your actual loss. Furthermore, our obligation to adjust

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the conversion rate in connection with a fundamental change and pay the fundamental change dividend make-whole amount (whether in cash or by delivering our ordinary shares or any combination thereof) could possibly be construed as a penalty under Irish law and therefore be deemed invalid.

Investors will not have any rights to require us to redeem the Mandatory Convertible Preferred Shares in the event that an acquisition termination event occurs or the Acquisition is not completed by November 30, 2015.

Investors will not have any rights to require us to redeem the Mandatory Convertible Preferred Shares if an acquisition termination event occurs or the Acquisition is not completed by 5:00 p.m. (New York City time) on November 30, 2015. Further, investors will not have any right to require us to redeem the Mandatory Convertible Preferred Shares if, subsequent to the completion of this offering, we or Allergan experience any changes in our business or financial condition or if the terms of the Acquisition or the financing thereof change. Even if we redeem the Mandatory Convertible Preferred Shares, investors may not obtain their expected return and may not be able to reinvest the proceeds from such redemption in an investment that results in a comparable return.

Actavis plc may fail to realize all of the anticipated benefits of the Acquisition or those benefits may take longer to realize than expected. Actavis plc may also encounter significant difficulties in integrating the two businesses.

The ability of Actavis plc to realize the anticipated benefits of the Acquisition will depend, to a large extent, on Actavis plc s ability to integrate the two businesses. The combination of two independent businesses is a complex, costly and time-consuming process. As a result, Actavis plc and Allergan will be required to devote significant management attention and resources prior to closing to prepare for integrating, and Actavis plc will be required to devote significant management attention and resources post-closing to integrate, the business practices and operations of Actavis plc and Allergan. The integration process may disrupt the businesses and, if implemented ineffectively, would restrict the realization of the full expected benefits. The failure to meet the challenges involved in integrating the two businesses and to realize the anticipated benefits of the transactions could cause an interruption of, or a loss of momentum in, the activities of the combined company and could adversely affect the results of operations of the combined company.

In addition, the overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer and other business 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;
- difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from the combination;
- difficulties in the integration of operations and systems;
- conforming standards, controls, procedures and accounting and other policies, business cultures and compensation structures between the two companies;
- 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;

potential unknown liabilities, adverse consequences and unforeseen increased expenses associated with the Acquisition, including possible adverse tax consequences to the Actavis plc group pursuant to the anti-inversion rules under section 7874 of the Internal Revenue Code of 1986, as amended, as a result of the Acquisition or otherwise;

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- challenges in attracting and retaining key personnel; and

- coordinating a geographically dispersed organization.

Many of these factors will be outside of the control of Actavis plc or Allergan 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 the combined company. In addition, even if the operations of the businesses of Actavis plc and Allergan are integrated successfully, the full benefits of the transactions may not be realized, including the synergies, cost savings or sales or growth opportunities that are expected. These benefits may not be achieved within the anticipated time frame, or at all. Further, additional unanticipated costs may be incurred in the integration of the businesses of Actavis plc and Allergan. All of these factors could cause dilution to the earnings per share of Actavis plc, decrease or delay the expected accretive effect of the transactions, and negatively impact the price of our ordinary shares. As a result, it cannot be assured that the combination of Actavis plc and Allergan will result in the realization of the full benefits anticipated from the transactions.

Actavis plc and Allergan will incur direct and indirect costs as a result of the Acquisition.

Actavis plc and Allergan will incur substantial expenses in connection with and as a result of completing the Acquisition and, over a period of time following the completion of the Acquisition, Actavis plc further expects to incur substantial expenses in connection with coordinating the businesses, operations, policies and procedures of Actavis plc and Allergan. While Actavis plc has assumed that a certain level of transaction expenses will be incurred, factors beyond Actavis plc s control could affect the total amount or the timing of these expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately.

If the Acquisition is consummated, Actavis plc will incur a substantial amount of debt to finance the aggregate Cash Consideration Portion and certain other amounts to be paid in connection with the Acquisition, which could adversely affect Actavis plc s business, including by restricting its ability to engage in additional transactions or incur additional indebtedness or resulting in a downgrade or other adverse action with respect to Actavis plc s credit rating.

In connection with the Acquisition, Actavis plc expects that one or more of its subsidiaries, including Actavis Funding SCS, will (i) borrow up to $5.5 billion under the Term Facilities, (ii) issue and sell up to $22.0 billion of Senior Notes, (iii) borrow up to $4.698 billion under the Cash Bridge Facility and (iv) if and to the extent the Senior Notes, our ordinary shares or the Mandatory Convertible Preferred Shares are not issued and sold, borrow up to $30.9 billion under the Bridge Facility. Following the completion of the Acquisition, the combined company will have a significant amount of debt outstanding. On a pro forma basis, giving effect to the incurrence of debt, the consolidated debt of Actavis plc would have been approximately $45.2 billion as of December 31, 2014. Actavis plc s net consolidated borrowing costs, which cannot be predicted at this time, will depend on rates in effect from time to time, the structure of the indebtedness, taxes and other factors.

This substantial level of debt could have important consequences to Actavis plc s business, including, but not limited to:

- reducing the benefits Actavis plc expects to receive from the Acquisition;

- making it more difficult for Actavis plc to satisfy its obligations;

- limiting Actavis plc s ability to borrow additional funds and increasing the cost of any such borrowing;

- increasing Actavis plc s vulnerability to, and reducing its flexibility to respond to, general adverse economic and industry conditions;

- limiting Actavis plc s flexibility in planning for, or reacting to, changes in its business and the industry in which it operates;

- placing Actavis plc at a competitive disadvantage as compared to its competitors, to the extent that they are not as highly leveraged; and

- restricting Actavis plc from pursuing certain business opportunities.

Actavis plc s credit ratings impact the cost and availability of future borrowings and, accordingly, Actavis plc s cost of capital. Actavis plc s ratings at any time will reflect each rating organization s then opinion of Actavis financial strength, operating performance and ability to meet its debt obligations. Following the announcement of the Acquisition, Standard & Poor s Rating Services, Moody s Investor Service, Inc. and Fitch Ratings, Inc. each reaffirmed its respective ratings of Actavis plc. However, there can be no assurance that Actavis plc will achieve a particular rating or maintain a particular rating in the future. Any reduction in Actavis plc s credit ratings may limit Actavis plc s ability to borrow at interest rates consistent with the interest rates that have been available to Actavis plc prior to the Acquisition. If Actavis plc s credit ratings are downgraded or put on watch for a potential downgrade, Actavis plc may not be able to sell additional debt securities or borrow money in the amounts, at the times or interest rates or upon the more favorable terms and conditions that might be available if Actavis plc s current credit ratings are maintained. Any impairment of Actavis plc s ability to obtain future financing on favorable terms could have an adverse effect on Actavis plc s ability to refinance the Bridge Facility, if drawn, with the issuance of debt securities or alternatives to the Bridge Facility on terms more favorable than under the Bridge Facility, or to refinance, to the extent the Cash Bridge Facility is not otherwise repaid using Allergan s cash on hand, the Cash Bridge Facility.

Actavis plc expects that, for a period of time following the consummation of the Acquisition, Actavis plc will have significantly less cash on hand than the sum of cash on hand of Actavis plc and Allergan prior to the Acquisition. This reduced amount of cash could adversely affect Actavis plc s ability to grow.

Actavis plc is expected to have, for a period of time following the consummation of the Acquisition, significantly less cash and cash equivalents on hand than the approximately $5.16 billion of combined cash and cash equivalents of the two companies as of December 31, 2014. On a pro forma basis, giving effect to the Acquisition as if it had been consummated on December 31, 2014, Actavis plc would have had $1.92 billion of cash and cash equivalents. Although the management of Actavis plc believes that it will have access to cash sufficient to meet Actavis plc s business objectives and capital needs, the lessened availability of cash and cash equivalents for a period of time following the consummation of the Acquisition could constrain Actavis plc s ability to grow its business. Actavis plc s more leveraged financial position following the Acquisition could also make it vulnerable to general economic downturns and industry conditions, and place it at a competitive disadvantage relative to its competitors that have more cash at their disposal. In the event that Actavis plc does not have adequate capital to maintain or develop its business, additional capital may not be available to Actavis plc on a timely basis, on favorable terms, or at all.

The Merger Agreement may be terminated in accordance with its terms and the Acquisition may not be completed.

The Merger Agreement contains a number of conditions that must be fulfilled to complete the Acquisition. Those conditions include: the approval of the Merger Agreement and Plan of Merger, dated as of November 16, 2014, as it may be amended from time to time, by and among Actavis plc, Avocado Acquisition Inc. and Allergan (the Merger Proposal), by Allergan stockholders; the approval of Actavis plc s proposal for the issuance of Actavis plc ordinary shares pursuant to the Merger Agreement (the Actavis Share Issuance Proposal) by Actavis plc s shareholders; receipt of requisite regulatory and antitrust approvals; absence of orders prohibiting the closing of the Acquisition; approval of the Actavis plc s ordinary shares to be issued to Allergan

stockholders for listing on the NYSE; the continued accuracy of the representations and warranties of both parties subject to specified materiality standards; the performance by both parties of their covenants and agreements and that, since the date of the Merger Agreement, no material adverse effect of Allergan or Actavis plc has occurred and is continuing. These conditions to the closing of the Acquisition may not be fulfilled and, accordingly, the Acquisition may not be completed. In addition, if the Acquisition is not completed by September 30, 2015 (subject to extension to November 16, 2015, if the only conditions not satisfied or waived (other than those conditions that by their nature are to be satisfied at the closing of the Acquisition, which conditions are capable of being satisfied) are conditions relating to certain required filings and clearances under antitrust laws, the absence of certain proceedings under certain antitrust laws and the absence of any orders, judgments or decrees under certain antitrust laws), either Actavis plc or Allergan may choose not to proceed with the Acquisition. In addition, Actavis plc or Allergan may elect to terminate the Merger Agreement in certain other circumstances, and the parties can mutually decide to terminate the Merger Agreement at any time prior to the consummation of the Acquisition, whether before or after Allergan stockholder approval or Actavis plc shareholder approval.

While we intend to use the proceeds of this offering to fund the Acquisition, this offering is not contingent on the completion of the Acquisition. If we fail to consummate the Acquisition we may decide not to redeem the Mandatory Convertible Preferred Shares in our sole discretion, and we will not be obligated to return any of the proceeds from this offering to investors under any circumstances. If we do not redeem the Mandatory Convertible Preferred Shares, the Mandatory Convertible Preferred Shares will become permanent capital of Actavis plc and, if the Acquisition is not consummated, holders of the Mandatory Convertible Preferred Shares will be exposed to the risks faced by the Company s existing business without any of the potential benefits from the Acquisition. In these circumstances, such holders will also be relying on the judgment of our management and board of directors with regard to the use of the proceeds from this offering, and will not have the opportunity, as part of their investment decision, to assess whether the proceeds are being used appropriately. In these circumstances it is possible that the proceeds will be invested in a way that does not yield a favorable, or any, return for us or our securityholders.

Actavis plc s and Allergan s actual financial positions and results of operations may differ materially from the unaudited pro forma financial data included in this prospectus supplement.

The pro forma financial information contained in this prospectus supplement is presented for illustrative purposes only and may not be an indication of what Actavis plc s financial position or results of operations would have been had the transactions been completed on the dates indicated. The pro forma financial information has been derived from the audited and unaudited historical financial statements of Actavis plc, certain companies previously acquired by Actavis plc, and Allergan and certain adjustments and assumptions have been made regarding the combined company after giving effect to the transactions. The assets and liabilities of Allergan have been measured at fair value based on various preliminary estimates using assumptions that Actavis plc s 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, Actavis plc, Allergan and their respective affiliates are involved in various disputes, governmental and/or regulatory inspections, investigations and proceedings, and litigation matters that arise from time to time, and it is possible that an unfavorable resolution of these matters will adversely affect Actavis plc or Allergan and their respective results of operations, financial condition and cash flows. They and their respective affiliates also engage from time to time in settlement discussions regarding

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such proceedings, including matters involving federal and state authorities. The impact of such settlements could be material to their results of operation, however, there can be no assurance that any such ongoing settlement discussions will result in actual settlements.

In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect Actavis plc s financial condition or results of operations following the closing. Any potential decline in Actavis plc s financial condition or results of operations may cause significant variations in the share price of Actavis plc.

We would be adversely affected if, either based on current law or in the event of a change in law, the Internal Revenue Service did not agree that Actavis plc is a foreign corporation for U.S. federal tax purposes. In addition, future changes to international tax laws not specifically related to inversions could adversely affect us.

Actavis plc believes that, under current law, it is treated as a foreign corporation for U.S. federal tax purposes, because it is an Irish incorporated entity. However, the IRS may assert that Actavis plc should be treated as a U.S. corporation for U.S. federal tax purposes pursuant to Section 7874. Under Section 7874, a corporation created or organized outside the United States (i.e., a foreign corporation) will be treated as a U.S. corporation for U.S. federal tax purposes 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 of the U.S. corporation 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 such expanded affiliated group s worldwide activities. For purposes of Section 7874, multiple acquisitions of U.S. corporations by a foreign corporation, if treated as part of a plan or series of related transactions, may be treated as a single acquisition. If multiple acquisitions of U.S. corporations are treated as a single acquisition, all shareholders of the acquired U.S. corporations would be aggregated for purposes of the test set forth above concerning such shareholders holding at least 80% (by either vote or value) of the shares of the foreign acquiring corporation after the acquisitions by reason of holding shares in the acquired U.S. corporations.

Actavis plc believes that the test set forth above to treat Actavis plc as a foreign corporation was satisfied in connection with the acquisition of Actavis, Inc., a Nevada corporation, and Warner Chilcott plc, a company incorporated under the laws of Ireland (the Warner Chilcott Transaction) on October 1, 2013. However, the law and Treasury regulations promulgated under Section 7874 are relatively new and somewhat unclear, and thus it cannot be assured that the IRS will agree that the ownership requirements to treat Actavis plc as a foreign corporation were met. Moreover, even if such ownership requirements were met in the Warner Chilcott Transaction and the subsequent acquisition of all of the common stock of Forest Laboratories Inc., a company incorporated under the laws of the State of Delaware (the Forest Transaction), the IRS may assert that, even though the Acquisition is a separate transaction from the Warner Chilcott Transaction and the Forest Transaction, the Acquisition should be integrated with the Warner Chilcott Transaction and the Forest Transaction as a single transaction. In the event the IRS were to prevail with such assertion, Actavis plc would be treated as a U.S. corporation for U.S. federal tax purposes and significant adverse tax consequences would result for Actavis plc.

In addition, changes to the inversion rules in Section 7874 or the U.S. Treasury Regulations promulgated thereunder or other IRS guidance could adversely affect Actavis plc s status as a foreign corporation for U.S. federal tax purposes, and any such changes could have prospective or retroactive application to Actavis plc,

Allergan, their respective stockholders, shareholders and affiliates, and/or the Acquisition. For example, in March 2014, the President of the United States proposed legislation that would amend the anti-inversion rules. In September 2014, the U.S. Treasury and the IRS issued additional guidance stating that they intend to issue regulations that will address certain inversion transactions.

Even if Actavis plc is treated as a foreign corporation for U.S. federal tax purposes, Actavis plc might be adversely impacted by recent proposals that have aimed to make other changes in the taxation of multinational corporations. For example, the Organisation for Economic Co-operation and Development has released proposals to create an agreed set of international rules for fighting base erosion and profit shifting. As a result, the tax laws in the United States, Ireland, and other countries in which we and our affiliates do business could change on a prospective or retroactive basis, and any such changes could adversely affect Actavis plc and its affiliates (including Allergan and its affiliates after the Acquisition).

Moreover, U.S. and foreign tax authorities may carefully scrutinize companies that result from cross-border business combination, such as Actavis plc, which may lead such authorities to assert that Actavis plc owes additional taxes.

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

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 certain U.S. tax attributes such as net operating losses to offset U.S. taxable income resulting from certain transactions. Based on the limited guidance available, Actavis plc believes that this limitation applies to Actavis plc and its U.S. affiliates following the Warner Chilcott Transaction and as a result, Actavis plc currently does not expect that it or its U.S. affiliates (including Allergan and its U.S. affiliates after the Acquisition) will be able to utilize certain U.S. tax attributes of Allergan and its U.S. affiliates to offset their U.S. taxable income, if any, resulting from certain specified taxable transactions.

The Mandatory Convertible Preferred Shares are subject to redemption at our option upon the occurrence of an acquisition termination event or if the Acquisition is not completed on or prior to 5:00 p.m. (New York City time) on November 30, 2015.

If the Acquisition is not completed on or before 5:00 p.m. (New York City time) on November 30, 2015, or if an acquisition termination event (as defined herein) occurs, we will be entitled, but not required, to redeem the Mandatory Convertible Preferred Shares, in whole but not in part, at a redemption price equal to $1,010 per Mandatory Convertible Preferred Share plus accumulated and unpaid dividends to the date of redemption or, in certain circumstances, at an early redemption price that includes a make-whole adjustment. Although the redemption price is designed to compensate you for the lost option value of your Mandatory Convertible Preferred Shares and lost dividends as a result of the acquisition termination redemption, it is only an approximation of such lost value and may not adequately compensate you for your actual loss.

The proceeds of this offering will not be deposited into an escrow account pending any acquisition termination redemption of the Mandatory Convertible Preferred Shares. Our ability to pay the redemption price to holders of the Mandatory Convertible Preferred Shares in connection with an acquisition termination redemption may be limited by our then-existing financial resources, and sufficient funds may not be available when necessary to make any required purchases of the Mandatory Convertible Preferred Shares following our election to redeem the Mandatory Convertible Preferred Shares. Furthermore, as any redemption of Mandatory Convertible Preferred Shares would be a distribution under Irish law, we may only pay the redemption price to holders of the Mandatory Convertible Preferred Shares in connection with an acquisition termination redemption to the extent we have sufficient distributable reserves to do so.

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The conversion rate of the Mandatory Convertible Preferred Shares may not be adjusted for all dilutive events that may adversely affect the market price of the Mandatory Convertible Preferred Shares or our ordinary shares issuable upon conversion of the Mandatory Convertible Preferred Shares.

The number of our ordinary shares that you are entitled to receive upon conversion of the Mandatory Convertible Preferred Shares is subject to adjustment for share splits and combinations, share dividends and certain other transactions described in Description of Mandatory Convertible Preferred Shares . See Description of Mandatory Convertible Preferred Shares Anti-dilution adjustments for further discussion of anti-dilution adjustments. However, other events, such as employee and director option grants or offerings of our ordinary shares or securities convertible into our ordinary shares (other than those set forth in Description of Mandatory Convertible Preferred Shares Anti-dilution adjustments) for cash or in connection with acquisitions, which may adversely affect the market price of our ordinary shares, may not result in any adjustment. Further, if any of these other events adversely affects the market price of our ordinary shares, it may also adversely affect the market price of the Mandatory Convertible Preferred Shares. In addition, the terms of the Mandatory Convertible Preferred Shares do not restrict our ability to offer ordinary shares or securities convertible into ordinary shares in the future or to engage in other transactions that could dilute our ordinary shares. We have no obligation to consider the interests of the holders of the Mandatory Convertible Preferred Shares in engaging in any such offering or transaction.

You will have no rights with respect to our ordinary shares until the Mandatory Convertible Preferred Shares are converted, but you may be adversely affected by certain changes made with respect to our ordinary shares.

You will have no rights with respect to our ordinary shares, including voting rights, rights to respond to tender offers for our ordinary shares, if any, and rights to receive dividends or other distributions on our ordinary shares, if any (other than through a conversion rate adjustment), prior to the conversion date with respect to a conversion of the Mandatory Convertible Preferred Shares, but your investment in the Mandatory Convertible Preferred Shares may be negatively affected by these events. Upon conversion, you will be entitled to exercise the rights of a holder of ordinary shares only as to matters for which the record date occurs after the conversion date. For example, in the event that an amendment is proposed to our Articles requiring shareholder approval and the record date for determining the shareholders of record entitled to vote on the amendment occurs prior to the conversion date, you will not be entitled to vote on the amendment, unless the proposed amendment will adversely affect the rights, preferences, privileges or voting powers of the Mandatory Convertible Preferred Shares (in which case the holders of at least two-thirds of the outstanding Mandatory Convertible Preferred Shares and all other series of voting preferred shares entitled to vote thereon, voting together as a single class, must consent, in person or by proxy, either in writing or at an annual or special meeting of such shareholders, to the amendment), although you will nevertheless be subject to any changes in the powers, preferences or rights of our ordinary shares. See Description of ordinary shares for further discussion of our ordinary shares.

You will have no voting rights except under limited circumstances.

You will have no voting rights, except with respect to certain amendments to the terms of the Mandatory Convertible Preferred Shares, in the case of certain dividend arrearages and certain other limited circumstances and as specifically required by Irish law. You will have no right to vote for any members of our board of directors except in the case of certain dividend arrearages.

If dividends on any Mandatory Convertible Preferred Shares (i) have not been declared and paid, or (ii) have been declared but a sum of cash or number of our ordinary shares sufficient to discharge our obligations in respect thereof has not been set aside for the benefit of the holders thereof on the applicable record date, for the equivalent of six or more dividend periods, whether or not for consecutive dividend periods, the holders of Mandatory Convertible Preferred Shares, voting together as a single class with holders of any and all other

series of our preferred shares then outstanding ranking equally with the Mandatory Convertible Preferred Shares either as to dividends or the distribution of assets upon liquidation, dissolution or winding up and having similar voting rights, will be entitled to elect a total of two additional members of our board of directors, subject to the terms and limitations described in the section of this prospectus supplement entitled Description of Mandatory Convertible Preferred Shares Voting rights .

In certain circumstances where the rights, preferences, privileges or voting powers of the Mandatory Convertible Preferred Shares are adversely affected thereby, holders of the Mandatory Convertible Preferred Shares will have the right to vote with respect to certain amendments to our Articles or in connection with certain reclassifications, mergers or consolidation transactions. See Description of Mandatory Convertible Preferred Shares Voting rights .

The Mandatory Convertible Preferred Shares will rank junior to all of our consolidated liabilities.

In the event of a bankruptcy, liquidation, dissolution or winding up, our assets will be available to pay obligations on the Mandatory Convertible Preferred Shares only after all of our consolidated liabilities have been paid. In the event of a bankruptcy, liquidation, dissolution or winding up, there may not be sufficient assets remaining, after paying our and our subsidiaries liabilities, to pay amounts due on any or all of the Mandatory Convertible Preferred Shares then outstanding. As of December 31, 2014, we had a total of approximately $15.5 billion of outstanding debt and, on an as-adjusted basis after giving effect to the Acquisition and the proposed Debt Financing, other than the Cash Bridge Facility, would have had approximately $45.2 billion of outstanding debt, in each case including long-term debt and short-term debt. We have the ability to, and may incur, additional debt in the future.

You may be subject to tax with respect to the Mandatory Convertible Preferred Shares even though you do not receive a corresponding cash distribution.

The conversion rate of the Mandatory Convertible Preferred Shares is subject to adjustment in certain circumstances. See Description of Mandatory Convertible Preferred Shares Anti-dilution adjustments . If, as a result of an adjustment (or failure to make an adjustment), your proportionate interest in our assets or earnings and profits is increased, you may be deemed to have received for U.S. federal or Irish income tax purposes a taxable distribution without the receipt of any cash. In addition, we may satisfy our obligations under the Mandatory Convertible Preferred Shares by delivering ordinary shares to holders of the Mandatory Convertible Preferred Shares. Any such delivery of ordinary shares would be taxable to the same extent as a cash distribution of the same amount. In these circumstances and possibly others, a holder of Mandatory Convertible Preferred Shares may be subject to tax even though it has received no cash with which to pay that tax, thus giving rise to an out-of-pocket expense. See Certain United States federal income tax considerations and Certain Irish tax considerations for a further discussion of the U.S. federal tax implications and Irish tax implications for U.S. shareholders and Irish resident or ordinarily resident shareholders.

Certain rights of the holders of the Mandatory Convertible Preferred Shares and certain contractual and statutory provisions could delay or prevent an otherwise beneficial takeover or takeover attempt of us and, therefore, the ability of holders of Mandatory Convertible Preferred Shares to exercise their rights associated with a potential fundamental change.

Certain rights of the holders of the Mandatory Convertible Preferred Shares could make it more difficult or more expensive for a third party to acquire us. For example, if a fundamental change were to occur on or prior to March 1, 2018, holders of the Mandatory Convertible Preferred Shares may have the right to convert their Mandatory Convertible Preferred Shares, in whole or in part, at an increased conversion rate and will also be entitled to receive a fundamental change dividend make-whole amount equal to the present value of all remaining dividend payments on their Mandatory Convertible Preferred Shares. See Description of Mandatory Convertible

Preferred Shares Conversion at the option of the holder upon fundamental change; Fundamental change dividend make-whole amount . These features of the Mandatory Convertible Preferred Shares could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management.

In addition, our Articles contain provisions that could have the effect of deterring certain takeover practices, takeover bids and unsolicited offers. These provisions include, amongst others:

- provisions of our Articles which allow our board of directors to adopt a shareholder rights plan (commonly known as a poison pill) upon such terms and conditions as the board of directors deems expedient and in our best interests;
- rules regarding how our shareholders may present proposals or nominate directors for election at shareholder meetings;
- the right of our board of directors to issue preferred shares, such as the Mandatory Convertible Preferred Shares, without shareholder approval in certain circumstances, subject to applicable law; and
- the ability of our board of directors to fill vacancies on our board of directors in certain circumstances.

These provisions are not intended to make us immune from takeovers. However, these provisions will apply even if a takeover offer may be considered beneficial by some shareholders and could delay or prevent an acquisition that our board of directors determines is not in our or our shareholders best interests. These provisions may also prevent or discourage attempts to remove and replace incumbent directors.

In addition, certain mandatory provisions of Irish law could prevent or delay an acquisition of us. For example, Irish law does not currently permit shareholders of an Irish public limited company to take action by written consent with less than unanimous consent. We are also subject to various provisions of Irish law relating to mandatory bids, voluntary bids, requirements to make a cash offer and minimum price requirements, as well as substantial acquisition rules and rules requiring the disclosure of interests in our ordinary shares in certain circumstances. Also, as an Irish company, we may only alter our memorandum and articles of association with the approval of holders of at least three-quarters of our ordinary shares present and voting in person or by proxy at a general meeting of the Company, subject to any specific voting rights of holders of the Mandatory Convertible Preferred Shares.

An active trading market for the Mandatory Convertible Preferred Shares does not exist and may not develop.

The Mandatory Convertible Preferred Shares are a new issue of securities with no established trading market. We intend to apply to have the Mandatory Convertible Preferred Shares listed on the New York Stock Exchange under the symbol ACTPRA . Even if the Mandatory Convertible Preferred Shares are approved for listing on the New York Stock Exchange, such listing does not guarantee that a trading market for the Mandatory Convertible Preferred Shares will develop or, if a trading market for the Mandatory Convertible Preferred Shares does develop, the depth or liquidity of that market or the ability of the holders to sell the Mandatory Convertible Preferred Shares, or to sell the Mandatory Convertible Preferred Shares at a favorable price.

The price of the Mandatory Convertible Preferred Shares and ordinary shares may be volatile.

We expect that generally the market price of our ordinary shares will affect the market price of the Mandatory Convertible Preferred Shares more than any other single factor. The market price of our ordinary shares may be influenced by many factors, some of which are beyond our control, including those described in this Risk factors section and the following:

- the factors described above under the heading Cautionary note regarding forward-looking statements ;
- actual or anticipated fluctuations in our operating results or our competitors operating results;

- announcements by us or our competitors of new products, capacity changes, significant contracts, acquisitions or strategic investments;
- our growth rate and our competitors growth rates;
- the financial market and general economic conditions;
- changes in stock market analyst recommendations regarding us, our competitors or the pharmaceutical industry generally, or lack of analyst coverage of our ordinary shares;
- sales of our ordinary shares by our executive officers, directors and significant shareholders or any sales of substantial amounts of our ordinary shares;
- satisfaction of our dividend obligations in respect of the Mandatory Convertible Preferred Shares by delivery of our ordinary shares;
- developments indicating the Acquisition will or will not occur or if an acquisition termination event occurs;
- changes in accounting principles; and
- changes in tax laws and regulations.

In addition, we expect that the market price of the Mandatory Convertible Preferred Shares will be influenced by yield and interest rates in the capital markets, the time remaining to the mandatory conversion date, our creditworthiness and the occurrence of certain events affecting us that do not require an adjustment to the conversion rate. Fluctuations in yield rates in particular may give rise to arbitrage opportunities based upon changes in the relative values of our ordinary shares and Mandatory Convertible Preferred Shares. Any such arbitrage could, in turn, cause a decrease in the market prices of our ordinary shares and the Mandatory Convertible Preferred Shares.

The Acquisition may not be accretive and may cause dilution to our earnings per share, which may negatively affect the market price of our ordinary shares and the Mandatory Convertible Preferred Shares.

Although we currently anticipate that the Acquisition will be accretive to earnings per share (on an adjusted earnings basis that is not pursuant to generally accepted accounting principles (GAAP)) from and after the Acquisition, this expectation is based on preliminary estimates, which may change materially.

Our issuance of approximately 110 million ordinary shares to Allergan stockholders to pay the Stock Consideration Portion and certain other amounts to be paid in connection with the Acquisition, assumption of Allergan equity-based awards at the closing of the Acquisition and issuance of ordinary shares at the closing of the Ordinary Shares Offering to finance a portion of the Cash Consideration Portion and certain other amounts to be paid in connection with the Acquisition may cause dilution to our earnings per share or decrease or delay the expected accretive effect of the Acquisition and cause a decrease in the market price of our ordinary shares and the Mandatory Convertible Preferred Shares.

In addition, we could encounter additional transaction-related costs or other factors such as the failure to realize all of the benefits anticipated in the Acquisition. All of these factors could cause a reduction in our earnings per share or decrease or delay the expected accretive effect of the Acquisition and cause a decrease in the market price of our ordinary shares.

The market price for our ordinary shares and the Mandatory Convertible Preferred Shares following the closing of the Acquisition may be affected by factors different from those that historically have affected or may currently affect our ordinary shares.

Upon completion of the Acquisition, holders of our ordinary shares will become holders of shares in the combined company. The results of operation of the combined company may be affected by factors different from those currently affecting us. For a discussion of our business and of Allergan s business and of important factors to consider in connection with those businesses, see the discussion under the caption Risk factors in each of our and Allergan s Annual Reports on Form 10-K for the year ended December 31, 2014, which are incorporated by reference herein.

Sales of substantial amounts of our ordinary shares in the public market, or the perception that these sales may occur, could cause the market price of our ordinary shares, and thus the Mandatory Convertible Preferred Shares, to decline.

Sales of substantial amounts of our ordinary shares in the public market, or the perception that these sales may occur, or the conversion of the Mandatory Convertible Preferred Shares or the payment of dividends on the Mandatory Convertible Preferred Shares in the form of our ordinary shares, or the perception that such conversions or dividends could occur, could cause the market price of our ordinary shares and thus, the market price of the Mandatory Convertible Preferred Shares, to decline. This could also impair our ability to raise additional capital through the sale of our equity securities.

The availability of our ordinary shares for sale in the future could reduce the market price of our ordinary shares.

In the future we may issue additional securities to raise capital. We may also acquire interests in other companies using our ordinary shares or a combination of cash and our ordinary shares. We may also issue securities convertible into our ordinary shares in addition to the Mandatory Convertible Preferred Shares offered hereby. Any of these events may dilute your ownership interest in us and have an adverse impact on the price of our ordinary shares.

We may issue additional series of preferred shares that rank on a parity with the Mandatory Convertible Preferred Shares as to dividend payments and liquidation preference and that vote with the Mandatory Convertible Preferred Shares on most issues on which the preferred shares are permitted to vote, which may negatively affect your investment.

Without giving effect to the Mandatory Convertible Preferred Shares that we are offering hereby, we have the authority under our Articles to issue 10,000,000 serial preferred shares. Our Articles do not prohibit us from issuing additional series of preferred shares that would rank on a parity with the Mandatory Convertible Preferred Shares. The issuance of any such series of preferred shares could have the effect of reducing the amounts available to the holders of the Mandatory Convertible Preferred Shares in the event of our liquidation. If we do not have sufficient funds to pay dividends on the outstanding Mandatory Convertible Preferred Shares and such other series of preferred shares, it would also reduce amounts available to the holders of the Mandatory Convertible Preferred Shares for the payment of dividends. Except with respect to changes to our Articles that adversely affect only one series of our preferred shares, the holders of the Mandatory Convertible Preferred Shares and any other series of preferred shares that we issue vote together, as a class, on the issues on which our preferred shares have the right to vote, including our consolidation or merger with another corporation. The interests of the holders of any other series of preferred shares that we issue may be different from the interests of the holders of the Mandatory Convertible Preferred Shares.

Mandatory Convertible Preferred Shares and our ordinary shares received by means of a gift or inheritance could be subject to Irish capital acquisitions tax.

Irish capital acquisitions tax (which we refer to as CAT) (currently levied at a rate of 33% above certain tax-free thresholds) could apply to a gift or inheritance of Mandatory Convertible Preferred Shares or a gift or inheritance of ordinary shares irrespective of the place of residence, ordinary residence, or domicile of the parties. This is because Mandatory Convertible Preferred Shares and our ordinary shares will be regarded as property situated in Ireland for CAT purposes. The person who receives the gift or inheritance has primary liability for CAT. See Certain Irish tax considerations Capital acquisitions tax (CAT) beginning on page S-103 of this prospectus supplement.

Transfers of Mandatory Convertible Preferred Shares or our ordinary shares, other than by means of the transfer of book-entry interests in DTC, may be subject to Irish stamp duty.

Transfers of Mandatory Convertible Preferred Shares or our ordinary shares effected by means of the transfer of book-entry interests in DTC should not be subject to Irish stamp duty. However, if you hold your Mandatory Convertible Preferred Shares or our ordinary shares directly rather than beneficially through DTC, any transfer of your Mandatory Convertible Preferred Shares or 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). A person who directly holds Mandatory Convertible Preferred Shares or our ordinary shares may transfer those shares into his or her own broker account to be held through DTC (or vice versa) without giving rise to Irish stamp duty provided that there is no change in the ultimate beneficial ownership of the Mandatory Convertible Preferred Shares or ordinary shares, as the case may be, as a result of the transfer and the transfer is not in contemplation of a sale of the shares by a beneficial owner to a third party. 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 Mandatory Convertible Preferred Shares or ordinary shares, as the case may be. See Certain Irish tax considerations Stamp duty beginning on page S-98 of this prospectus supplement.

In certain limited circumstances, dividends we pay may be subject to Irish dividend withholding tax.

In certain limited circumstances, Irish dividend withholding tax (which we refer to as DWT) (currently at a rate of 20%) may arise in respect of dividends paid on Mandatory Convertible Preferred Shares or our ordinary shares. A number of exemptions from DWT exist pursuant to which persons resident in the United States and persons resident in the countries listed under Certain Irish tax considerations Withholding tax on dividends (DWT) beginning on page S-99 of this prospectus supplement (which we refer to as the Relevant Territories) may be entitled to exemptions from DWT.

See Certain Irish tax considerations Withholding tax on dividends (DWT) beginning on page S-99 of this prospectus supplement and, in particular, please note the requirement to complete certain relevant Irish Revenue Commissioners DWT forms (which we refer to as DWT Forms) in order to qualify for many of the exemptions.

Dividends paid in respect of Mandatory Convertible Preferred Shares or our ordinary shares that are held through DTC should not be subject to DWT where the address of the beneficial owner of such shares in the records of the broker holding such shares is recorded as being in the United States (and such broker has further transmitted the relevant information to a qualifying intermediary appointed by us). Similarly, dividends paid in respect of Mandatory Convertible Preferred Shares or our ordinary shares that are held outside of DTC and are owned by a resident of the United States will not be subject to DWT if such person has provided a completed IRS Form 6166 or a valid DWT Form to our transfer agent to confirm its U.S. residence and claim an exemption. Holders of Mandatory Convertible Preferred Shares resident in other Relevant Territories may also be eligible for exemption from DWT on dividends paid in respect of their Mandatory Convertible Preferred Shares or our

ordinary shares provided they have furnished valid DWT Forms to their brokers (in respect of such shares held through DTC) (and such broker has further transmitted the relevant information to a qualifying intermediary appointed by us) or to our transfer agent (in respect of such shares held outside of DTC). See Certain Irish tax considerations Withholding tax on dividends (DWT) on page S-99 of this prospectus supplement. However, other holders of Mandatory Convertible Preferred Shares or our ordinary shares may be subject to DWT, which if you are such a shareholder could adversely affect the price of your shares.

Dividends received by Irish resident shareholders and certain other shareholders may be subject to Irish income tax.

Holders of Mandatory Convertible Preferred Shares or our ordinary shares who are neither resident nor ordinarily resident in Ireland and are entitled to an exemption from DWT generally have no liability to Irish income tax (and, in the case of an individual, the universal social charge) on dividends received from us, unless such persons hold their Mandatory Convertible Preferred Shares or our ordinary shares through a branch or agency in Ireland through which a trade is carried on. Holders of Mandatory Convertible Preferred Shares or our ordinary shares who are not resident nor ordinarily resident in Ireland but who are not entitled to an exemption from DWT generally have no further liability to Irish income tax (and, in the case of an individual, the universal social charge). The DWT we deduct discharges the liability to income tax and the universal social charge. An exception to this position may apply where such persons hold their Mandatory Convertible Preferred Shares or our ordinary shares through a branch or agency in Ireland through which a trade is carried on.

Holders of Mandatory Convertible Preferred Shares or our ordinary shares who are resident or ordinarily resident in Ireland may be subject to Irish tax (and, in the case of an individual, the universal social charge) on dividends received from us. Dividends paid on preferred shares issued by an Irish resident company to a holder which is within the charge to Irish corporation tax may, in certain circumstances, be subject to Irish corporation tax under Schedule D Case IV (currently at a rate of 25%).

It is recommended that you consult your own tax advisor as to the tax consequences of holding Mandatory Convertible Preferred Shares in, and receiving dividends from, us.

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Use of proceeds

We estimate that the net proceeds to us from this offering, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately $ (or approximately $ if the underwriters exercise their overallotment option in full). We expect to use the net proceeds of this offering, together with the net proceeds of the Ordinary Shares Offering and the proposed Debt Financing, to finance the Cash Consideration Portion of the Acquisition and to pay related fees and expenses. In the event that we do not consummate the Acquisition on or prior to November 30, 2015 or the Agreement is terminated at any time prior to such date, then we expect to use the net proceeds from this offering to redeem the Mandatory Convertible Preferred Shares as described under Description of Mandatory Convertible Preferred Shares Acquisition Termination Redemption. This offering is not contingent upon the completion of the Acquisition, which, if completed, will occur subsequent to the closing of this offering. We cannot assure you that the Acquisition will be completed or, if completed, that it will be completed within the time period or on the terms and with the anticipated benefits contemplated by this prospectus supplement.

The following table outlines the expected sources and uses of funds for the Acquisition. The table assumes that the Acquisition and the financing transactions are completed simultaneously, although a portion of the financing transactions are expected to occur before completion of the Acquisition.

Amounts in the following table are estimated as of December 31, 2014, except offering-specific figures. The actual amounts may vary from the estimated amounts set forth in the following table.

Sources of funds (Dollars in millions)		**Uses of funds**	
Cash	$ 0	Allergan Acquisition consideration	$ 72,389
Stock consideration issued directly to Allergan shareholders	$ 33,754	Transaction fees and expenses, including discounts, commissions and financing(4)	$ 503
Mandatory Convertible Preferred Shares Offering(1)	$ 4,200	Assumption of existing Allergan debt(3)	$ 2,168
Ordinary Shares Offering(1)	$ 4,200		
Senior Notes(1)	$ 22,000		
Term Facilities(2)	$ 5,500		
Cash Bridge Facility(2)	$ 3,238		
Assumption of existing debt from Allergan(3)	$ 2,168		
Total sources of funds	$ 75,060	**Total uses of funds**	$ 75,060

(1) Before discounts, commissions and expenses.
(2) Before financing fees and expenses.
(3) Includes fair market value adjustment to the Allergan debt as of December 31, 2014.
(4) Represents fees and expenses incurred after December 31, 2014.

The estimated net proceeds from this offering have been calculated by assuming a public offering price of $1,000 per Mandatory Convertible Preferred Share.

To the extent that the aggregate net proceeds from this offering and the Ordinary Shares Offering are less than the aggregate amount set forth in the foregoing table, we intend to increase the amount of debt borrowed in the proposed Debt Financing (which may include borrowings under the Bridge Facility) in order to finance the Cash Consideration Portion of the Acquisition.

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Capitalization

The following table sets forth our cash and cash equivalents and capitalization as of December 31, 2014:

- on an actual basis;
- on an as adjusted basis after giving effect to this offering (but not the application of the net proceeds therefrom);
- on an as further adjusted basis to also give effect to the Ordinary Shares Offering (but not the application of the net proceeds therefrom), assuming a public offering price of $285.37 per ordinary share, which is equal to the last reported sale price of our ordinary shares on the NYSE on February 13, 2015;
- on an as further adjusted basis to also give effect to the proposed Debt Financing, other than the Cash Bridge Facility and assuming no borrowings under the Bridge Facility (but not the application of the net proceeds therefrom); and
- on a pro forma basis to give effect to the consummation of the Acquisition and the application of the net proceeds from this offering, the Ordinary Shares Offering and the proposed Debt Financing, other than the Cash Bridge Facility.

The following data are qualified in their entirety by our financial statements and other information incorporated by reference herein. You should read this table in conjunction with Summary The Allergan acquisition , Risk factors and Use of proceeds . Investors in the Mandatory Convertible Preferred Stock should not place undue reliance on the as adjusted information included in this prospectus supplement because this offering is not contingent upon any of the transactions reflected in the adjustments included in the following information.

	As of December 31, 2014				
	Actual	**As Adjusted for this Offering (unaudited)**	**As Further Adjusted for the Ordinary Shares Offering (unaudited)**	**As Further Adjusted for the proposed Debt Financing (unaudited)**	**Pro Forma for the Acquisition (unaudited)**
Cash and cash equivalents	$ 250.0	$ 4,339.7	$ 8,429.4	$ 35,776.9	$ 1,923.5
Capital Leases	$ 16.7	$ 16.7	$ 16.7	$ 16.7	$ 16.7
Long-term debt, including the current portion of long-term debt:					
ACT Term Loan Agreement	$ 2,832.6	$ 2,832.6	$ 2,832.6	$ 2,832.6	$ 2,832.6
Revolving borrowings	255.0	255.0	255.0	255.0	255.0
Term Facilities				5,500.0	5,500.0
Senior Notes				22,000.0	22,000.0
Allergan existing debt facilities					2,167.6
Warner Chilcott Term Loan Agreement	1,251.6	1,251.6	1,251.6	1,251.6	1,251.6
1.300% Senior Notes due 2017	500.0	500.0	500.0	500.0	500.0
1.875% Senior Notes due 2017	1,200.0	1,200.0	1,200.0	1,200.0	1,200.0

4.375% Senior Notes due 2019	1,050.0	1,050.0	1,050.0	1,050.0	1,050.0
2.450% Senior Notes due 2019	500.0	500.0	500.0	500.0	500.0
6.125% Senior Notes due 2019	400.0	400.0	400.0	400.0	400.0
4.875% Senior Notes due 2021	750.0	750.0	750.0	750.0	750.0
5.000% Senior Notes due 2021	1,200.0	1,200.0	1,200.0	1,200.0	1,200.0

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	As of December 31, 2014				
	Actual	**As Adjusted for this Offering (unaudited)**	**As Further Adjusted for the Ordinary Shares Offering (unaudited)**	**As Further Adjusted for the proposed Debt Financing (unaudited)**	**Pro Forma for the Acquisition (unaudited)**
3.250% Senior Notes due 2022	1,700.0	1,700.0	1,700.0	1,700.0	1,700.0
3.850% Senior Notes due 2024	1,200.0	1,200.0	1,200.0	1,200.0	1,200.0
4.625% Senior Notes due 2042	1,000.0	1,000.0	1,000.0	1,000.0	1,000.0
4.850% Senior Notes due 2044	1,500.0	1,500.0	1,500.0	1,500.0	1,500.0
Unamortized Discount of notes above	239.9	239.9	239.9	239.9	239.9
Additional Debt Financing	(52.1)	(52.1)	(52.1)	(52.1)	(52.1)
Total long-term debt	$ 15,527.0	$ 15,527.0	$ 15,527.0	$ 43,027.0	$ 45,194.6
Equity:					
Mandatory Convertible Preferred Shares	$	4,089.7	4,089.7	$ 4,089.7	$ 4,089.7
Ordinary Shares $0.0001 par value per share; 1.0 billion shares authorized, 265.9 million shares issued and 174.2 million shares outstanding; 241.0 million issued and outstanding, as adjusted for this offering					
Additional paid-in capital	28,994.7	28,994.7	33,084.4	33,084.4	66,838.4
Member s capital					
(Accumulated deficit) / retained earnings	(198.2)	(198.2)	(198.2)	(198.2)	(265.4)
Accumulated other comprehensive (loss)	(465.4)	(465.4)	(465.4)	(465.4)	(465.4)
Total stockholders equity:	28,331.1	32,420.8	36,510.5	36,510.5	70,197.3
Noncontrolling interest	4.4	4.4	4.4	4.4	14.4
Total equity	28,335.5	32,425.2	36,514.9	36,514.9	70,211.7
Total capitalization	**$ 43,862.5**	**$ 47,952.2**	**$ 52,041.9**	**$ 79,541.9**	**$ 115,406.3**

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Price range of ordinary shares and dividend policy

Our ordinary shares are listed on the New York Stock Exchange under the symbol ACT . The following table sets forth, for the periods indicated, the high and low last sale prices per ordinary share as reported on the New York Stock Exchange and dividends paid per ordinary share.

	High	Low
Fiscal year ended December 31, 2015		
First quarter (through February 13, 2015)	$ 287.12	$ 253.00
Fiscal year ended December 31, 2014		
First quarter	$ 230.77	$ 166.38
Second quarter	$ 226.23	$ 184.71
Third quarter	$ 249.94	$ 201.91
Fourth quarter	$ 272.75	$ 208.64
Fiscal year ended December 31, 2013		
First quarter	$ 92.37	$ 82.02
Second quarter	$ 133.00	$ 91.88
Third quarter	$ 145.50	$ 121.22
Fourth quarter	$ 170.51	$ 136.52
Fiscal year ending December 31, 2012		
First quarter	$ 67.50	$ 55.00
Second quarter	$ 77.73	$ 65.70
Third quarter	$ 86.07	$ 73.39
Fourth quarter	$ 91.47	$ 81.73

On February 13, 2015, the last reported sale price of our ordinary shares on the New York Stock Exchange was $285.37 per share. As at February 13, 2015 there were 266,252,295 of our ordinary shares issued and outstanding.

We have not paid any cash dividends since our initial public offering in February 1993.

Our ability to declare and pay dividends may be limited by the terms of our debt instruments under certain circumstances.

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Unaudited pro forma combined financial information

The following unaudited pro forma combined financial information is presented to illustrate the estimated effects of (i) the assumed issuance of $22.0 billion aggregate principle amount of notes (the Senior Notes), (ii) the assumed issuance of $4.2 billion of ordinary shares (the Ordinary Shares), (iii) the assumed issuance of $4.2 billion of mandatorily convertible preferred shares (the Mandatory Convertible Preferred Shares), (iv) the borrowing under the Term Loan Credit Agreement (the Term Facilities and together with the Senior Notes, the Ordinary Shares and the Mandatory Convertible Preferred Shares, the Debt and Equity Financing) of $5.5 billion (v) the acquisition of Allergan Inc. (Allergan) by the Company, which was announced on November 17, 2014 (the Acquisition), (vi) the acquisition of Forest Laboratories, Inc. (Forest) by the Company which closed on July 1, 2014, (the Forest Transaction), (vii) the acquisition of Aptalis Holdings Inc. (Aptalis) by Forest, which closed on January 31, 2014 (the Aptalis Transaction), and (viii) the related financings and assumed financings to fund the acquisitions in (vi) and (vii) based on the historical financial position and results of operations of Actavis.

Warner Chilcott Limited is an indirect wholly-owned subsidiary of Actavis plc, the ultimate parent of the group. The results of Warner Chilcott Limited are consolidated into the results of Actavis plc. Due to the deminimis activity between Actavis plc and Warner Chilcott Limited, references throughout this filing relate to both Actavis plc and Warner Chilcott Limited, unless otherwise indicated. References in this section to we, our, us, Actavis, or the Company refer to both Actavis plc and Warner Chilcott Limited. As related to the Unaudited Pro Forma Combin Financial Information, except where otherwise indicated all adjustments (in millions) are applicable to both Warner Chilcott Limited and Actavis plc.

The following historical pro forma combined balance sheet as of December 31, 2014 is based upon and derived from the historical financial information of the Company and Allergan.

The fiscal years of the Company and Allergan ended on December 31. The fiscal years of Forest and Aptalis ended on March 31 and September 30, respectively. The following unaudited pro forma combined statement of operations for the year ended December 31, 2014 was prepared based on (i) the historical consolidated statement of operations of the Company for the year ended December 31, 2014, (ii) the historical consolidated statement of earnings of Allergan for the year ended December 31, 2014, (iii) the historical consolidated statement of operations of Forest for the six months ended June 30, 2014, which was derived by subtracting the consolidated statement of operations for the nine months ended December 31, 2013 and adding the consolidated statement of operations for the fiscal year ended March 31, 2014 from and to the consolidated statement of operations for the three months ended June 30, 2014, and (iv) the historical consolidated statement of operations of Aptalis for the one month ended January 31, 2014.

The Acquisition, the Forest Transaction and the Aptalis Transaction 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 combined financial information set forth below primarily give effect to the following:

Effect of application of the acquisition method of accounting in connection with the acquisitions referred to above;

Effect of issuing the Senior Notes to partially fund the Acquisition;

Effect of issuing the Ordinary Shares to partially fund the Acquisition;

Effect of issuing the Mandatory Convertible Preferred Shares to partially fund the Acquisition;

Effect of borrowing under the Term Facilities; and

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Effect of transaction costs in connection with the acquisitions and financings.

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 combined financial information that Actavis management believes are reasonable under the circumstances. Actual results and valuations may differ materially from the assumptions within the accompanying unaudited pro forma combined financial information. Under ASC 805, assets acquired and liabilities assumed are recorded at fair value. The fair value of identifiable tangible and intangible assets acquired and liabilities assumed from the Acquisition are based on a preliminary estimate of fair value as of December 31, 2014. Any excess of the purchase price over the fair value of identified assets acquired and liabilities assumed will be recognized as goodwill. Significant judgment is required in determining the estimated fair values of in-process research and development (IPR&D), identifiable intangible assets and certain other assets and liabilities. 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. Actavis management believes the fair values recognized for the assets to be acquired and the liabilities to be assumed are based on reasonable estimates and assumptions. Preliminary fair value estimates may change as additional information becomes available.

The unaudited pro forma combined statements of operations for the fiscal year ended December 31, 2014 assume all of the transactions were completed on January 1, 2014. The unaudited pro forma combined balance sheet as of December 31, 2014 assumes all of the transactions occurred on December 31, 2014, except for the acquisitions of Forest and Aptalis and their related financings, which are already reflected in Actavis historical balance sheet as of December 31, 2014. The unaudited pro forma combined financial information has been prepared by Actavis management in accordance with SEC Regulation S-X Article 11 for illustrative purposes only and is not necessarily indicative of the combined financial position or results of operations that would have been realized had the transactions been completed as of the dates indicated, nor is it meant to be indicative of any anticipated combined financial position or future results of operations that Actavis will experience after the transactions are completed. In addition, the accompanying unaudited pro forma combined statements of operations do not include any pro forma adjustments to reflect expected cost savings or restructuring actions which may be achievable or the impact of any non-recurring activity and one-time transaction related costs.

Certain financial information of Allergan, Forest and Aptalis, as presented in their respective consolidated financial statements, has been reclassified to conform to the historical presentation in Actavis consolidated financial statements for purposes of preparation of the unaudited pro forma combined financial information.

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Actavis plc

Unaudited pro forma combined balance sheet

As of December 31, 2014

(In millions)	Historical Actavis plc	Historical Allergan (after conforming reclassifications)	Acquisition adjustments	Debt and Equity Financing adjustments	Footnote reference	Actavis plc pro forma
ASSETS						
Current assets:						
Cash and cash equivalents	$ 250.0	$ 4,911.4	$ (38,764.8)	$ 35,526.9	6h, 6l	$ 1,923.5
Marketable securities	1.0	55.0				56.0
Accounts receivable, net	2,372.3	914.5				3,286.8
Inventories	2,075.5	296.0	979.3		6c	3,350.8
Prepaid expenses and other current assets	733.4	350.8		12.2		1,096.4
Current assets held for sale	949.2					949.2
Deferred tax assets	500.3	344.4				844.7
Total current assets	6,881.7	6,872.1	(37,785.5)	35,539.1		11,507.4
Property, plant and equipment, net	1,594.7	1,006.3				2,601.0
Investments and other assets	235.4	271.9	(8.6)	140.3	6e, 6m	639.0
Deferred tax assets	107.4	437.6				545.0
Product rights and other intangibles	19,188.4	1,786.5	53,253.5		6c	74,228.4
Goodwill	24,521.5	2,392.9	23,062.3		6d	49,976.7
Total assets	$ 52,529.1	$ 12,767.3	$ 38,521.7	$ 35,679.4		$ 139,497.5
LIABILITIES AND EQUITY						
Current liabilities:						
Accounts payable and accrued expenses	$ 4,170.6	$ 1,480.3	$	$		$ 5,650.9
Income taxes payable	50.4					50.4
Current portion of long-term debt and capital leases	697.4	72.1		68.7	6n	838.2
Deferred revenue	27.0	4.9				31.9
Current liabilities held for sale	25.9					25.9
Deferred tax liabilities	47.3	0.9	227.2		6g	275.4
Total current liabilities	5,018.6	1,558.2	227.2	68.7		6,872.7

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(In millions)	Historical Actavis plc	Historical Allergan (after conforming reclassifications)	Acquisition adjustments	Debt and Equity Financing adjustments	Footnote reference	Actavis plc pro forma
Long-term debt and capital leases	14,846.3	2,085.3	10.2	27,431.3	6f, 6o	44,373.1
Deferred revenue	38.8	72.8				111.6
Other long-term liabilities	335.8	841.3				1,177.1
Other taxes payable	892.2	96.0				988.2
Deferred tax liabilities	3,061.9	350.7	12,350.5		6g	15,763.1
Total liabilities	24,193.6	5,004.3	12,587.9	27,500.0		69,285.8
Commitments and contingencies						
Equity:						
Preferred Shares				4,089.7	6q	4,089.7
Common stock		3.1	(3.1)		6i, 6p	
Additional paid-in capital	28,994.7	3,353.7	30,400.3	4,089.7		
TRS equity swap contracts – amounts receivable	-	-	1,045	1,045		
Interest rate swap contracts – amounts receivable	2,470	2,470	2,953	2,953		
TRS bond swap contracts – amounts receivable	3,057	3,057	2,713	2,713		
Total amounts receivable	5,527	5,527	6,711	6,711		
TRS equity swap contracts – amounts payable	3,661	3,661	-	-		
Interest rate swap contracts – amounts payable	24,510	24,510	20,852	20,852		
TRS bond swap contracts – amounts payable	3,265	3,265	372	372		
Total amounts payable	31,436	31,436	21,224	21,224		

The carrying value of cash and cash equivalents, which are highly liquid, is a reasonable estimate of fair value.

The fair value for floating rate long-term debt is estimated to be equal to the carrying value since it bears variable interest rates, which are reset on a quarterly basis. The estimated fair value for fixed rate long-term senior notes is based on the quoted market price.

The fair values of total return equity and bond swaps are based on the closing prices of the underlying listed shares and bonds, the dividends and bond interest paid since inception and the implicit interest rate charged by the counterparty.

The fair value of interest rate swaps is estimated by taking into account the cost of entering into interest rate swaps to offset the Company's outstanding swaps.

Concentrations of risk

There is a concentration of credit risk with respect to cash and cash equivalents to the extent that most of the amounts are carried with Skandinaviska Enskilda Banken, DnB NOR, Fortis Bank and Nordea. However, the Company believes this risk is remote as these banks are high credit quality financial institutions and are generally the same institutions that provide the Company with floating rate loans.

Since the Company was spun-off from Frontline in 2004, Frontline has accounted for a major proportion of our operating revenues. In the nine months ended September 30, 2008 Frontline accounted for 76% of our operating revenues, compared to 78% for the year ended December 31, 2007. There is thus a concentration of revenue risk with Frontline.

6. SHARE CAPITAL AND CONTRIBUTED SURPLUS

Authorized share capital as at September 30, 2008 and December 31, 2007 is as follows:

(in thousands of U.S. $, except share data)	
125,000,000 common shares, $1.00 par value each	$ 125,000

Issued and fully paid share capital as at September 30, 2008 and December 31, 2007 is as follows:

(in thousands of U.S. $, except share data)	
72,743,737 common shares, $1.00 par value each	$ 72,744

The Company's common shares are listed on the New York Stock Exchange.

The Company has accounted for the acquisition of vessels from Frontline at Frontline's historical carrying value. The difference between the historical carrying values and the net investment in the leases has been recorded as a deferred deemed equity contribution. This deferred deemed equity contribution is presented as a reduction in the net investment in finance leases in the balance sheet. This results from the related party nature of both the transfer of the vessels and the subsequent finance leases. The deferred deemed equity contribution is amortized as a credit to contributed surplus over the life of the lease arrangements, as lease payments are applied to the principal balance of the lease receivable. In the nine months ended September 30, 2008 the Company has credited contributed surplus with $8.5 million of such deemed equity contributions compared to $16.4 million for the nine months ended September 30, 2007.

In November 2006 the Board of Directors approved the Ship Finance International Limited Share Option Scheme (the "Option Scheme"). The Option Scheme permits the Board of Directors, at its discretion, to grant options to employees and directors of the Company or its subsidiaries. The fair value cost of options granted is recognized in the statement of operations, with a corresponding amount credited to contributed surplus. The contributed surplus arising from share options was $1.1 million in the nine months ended September 30, 2008, compared to $0.5 million for the nine months ended September 30, 2007.

The Board of Directors of the Company has approved a share repurchase program of up to seven million shares, which initially is to be financed through the use of total return swap transactions indexed to the Company's own shares.

7. SHARE OPTION PLAN

The Option Scheme adopted in November 2006 will expire in November 2016. The subscription price for all options granted under the scheme will be reduced by the amount of all dividends declared by the Company per share in the period from the date of grant until the date the option is exercised, provided the subscription price never shall be reduced below the par value of the share. Options granted under the scheme will vest at a date determined by the board at the date of the grant. The options granted under the plan to date vest over a period of one to three years. There is no maximum number of shares authorized for awards of equity share options, and either authorized unissued shares of Ship Finance or treasury shares held by the Company may be used to satisfy exercised options.

The following summarizes share option transactions related to the Option Scheme in 2007 and the first nine months of 2008:

	Nine months ended September 30, 2008		Year ended December 31, 2007	
	Options	Weighted average exercise price $	Options	Weighted average exercise price $
Options outstanding at beginning of period	360,000	24.44	150,000	22.32
Granted	195,000	27.54	210,000	28.15
Exercised	-	-	-	-
Forfeited	-	-	-	-
Options outstanding at end of period	555,000	24.78	360,000	24.44
Exercisable at end of period	53,333	18.63	50,000	20.13

The weighted average grant-date fair value of options granted in the first nine months of 2008 is $6.42 per share, compared to $6.06 per share for the first nine months of 2007, based on the Black Scholes option valuation model. The exercise price of all options is reduced by the amount of any dividends declared; the above figures for options granted show the average of the prices at the time of granting the options, and for options outstanding at the beginning and end of the period the average of the reduced option prices is shown.

As of September 30, 2008 there was $1.7 million in unrecognized compensation costs related to non-vested options granted under the Options Scheme, compared to $1.4 million as at December 31, 2007. This cost will be recognized over the vesting periods, which average 2.4 years.

Share-based bonus

The employment contract for one employee contains a share-based bonus provision. Under the terms of the contract, the share based bonus is calculated to be the annual increase in the share price of the Company, plus any dividend per share paid, multiplied by a notional share holding of 200,000 shares. Any bonus related to the increase in share price is payable at the end of each calendar year, while any bonus linked to dividend payments is payable on the relevant dividend payment date. The share-based bonus fair value of $nil at September 30, 2008 was recorded as a liability (December 31 2007: $1.0 million).

8. EARNINGS PER SHARE

The computation of basic EPS is based on the weighted average number of shares outstanding during the period. Diluted EPS includes the effect of the assumed conversion of potentially dilutive instruments.

The components of the numerator for the calculation of basic and diluted EPS are as follows:

	9 months ended September 30,	
(in thousands of $)	2008	2007
	178,529	115,346

Net income available to stockholders

The components of the denominator for the calculation of basic and diluted EPS are as follows:

	9 months ended September 30,	
(in thousands)	2008	2007
Basic earnings per share:		
Weighted average number of common shares outstanding	72,744	72,744
Diluted earnings per share:		
Weighted average number of common shares outstanding	72,744	72,744
Effect of dilutive share options	38	13
	72,782	72,757

9. RELATED PARTY TRANSACTIONS

The Company was partially spun-off from Frontline and its shares commenced trading on the New York Stock Exchange in June 2004. A significant proportion of the Company's business continues to be transacted with Frontline and also Seadrill, Golden Ocean and Deep Sea, these all being companies in which Hemen Holding Limited, our largest shareholder, has a significant interest.

The Consolidated Balance Sheets include the following amounts due from and to related parties, excluding finance lease balances:

(in thousands of $)	September 30, 2008	December 31, 2007
Amounts due from:		
Frontline Charterers	87,926	38,853
Frontline Ltd	3,212	3,161
Total amount due from related parties	91,138	42,014
Amounts due to:		
Frontline Management	6,394	5,292
Other related parties	-	401
Total amount due to related parties	6,394	5,693

Related party leasing and service contracts

As at September 30, 2008, 39 of the Company's vessels were leased to the Frontline Charterers, two jack-up drilling rigs were leased to subsidiaries of Seadrill and two offshore supply vessels were leased to subsidiaries of Deep Sea; these leases have been recorded as finance leases. In addition, four offshore supply vessels were leased to subsidiaries of Deep Sea under operating leases.

At September 30, 2008, the combined balance of net investments in finance leases with the Frontline Charterers, subsidiaries of Deep Sea and subsidiaries of Seadrill was $2,316.9 million (December 31, 2007: $2,362.6 million) of which $161.7 million (December 31 2007: $171.9 million) represents short-term maturities.

At September 30, 2008, the net book value of assets leased under operating leases to subsidiaries of Deep Sea was $159.0 million compared to $193.8 million at December 31 2007.

A summary of leasing revenues earned from Frontline Charterers, Seadrill and Deep Sea is as follows:

Payments (in millions of $)	9 months ended September 30, 2008	9 months ended September 30, 2007
Operating lease income	16.0	1.4
Finance lease interest income	132.9	140.0
Finance lease service revenue	70.2	77.1
Finance lease repayments	134.8	112.8
Deemed dividends paid (net)	-	(2.0)

The Frontline Charterers pay the Company profit sharing of 20% of their time-charter equivalent earnings from their use of the Company's fleet above average threshold charter rates each fiscal year. During the nine month period ended September 30, 2008, the Company earned and recognized revenue of $95.3 million under this arrangement, compared to $21.2 million in the nine month period ended Septemer 30, 2007.

In the event that vessels on charter to the Frontline Charterers are agreed to be sold, the Company may pay compensation for the termination of the lease. During 2007 and the first nine months of 2008 leases to the Frontline Charterers were cancelled on the following vessels, with termination fees agreed as shown:

Vessel	Year Sold	Termination Fee (in millions of $)
Front Transporter	2007	14.8
Front Target	2007	14.6
Front Traveller	2007	13.6
Front Granite	2007	15.8
Front Comor	2007	13.3
Front Sunda	2007	7.2
Front Birch	2007	16.2
Front Vanadis	2007	13.2
Front Maple	2008	16.7
Front Sabang	2008	26.8

As at September 30, 2008 the Company was owed a total of $87.9 million (December 31 2007: $38.9 million) by the Frontline Charterers in respect of leasing contracts and profit share.

The vessels leased to the Frontline Charterers are on time charter terms and for each such vessel the Company pays a management fee of $6,500 per day to Frontline Management (Bermuda) Ltd, ("Frontline Management"), a wholly owned subsidiary of Frontline, resulting in expenses of $70.2 million for the nine months ended September 30, 2008 compared to $77.1 million for the nine months ended September 30, 2007. The management fees are classified as ship operating expenses in the consolidated statements of operations.

The Company also paid $0.9 million in the nine months ended September 30, 2008 to Frontline Management for the provision of management and administrative services compared to $1.0 million for the nine months ended September 30, 2007.

Related party purchases and sales of vessels - 2008

In May 2008 the Company announced that it had entered into an agreement with Seadrill to acquire the newbuilding ultra-deepwater drillship West Polaris for a total acquisition cost of approximately $850 million. Upon delivery in July 2008, the vessel was chartered back to Seadrill under a 15 year bareboat charter.

In September 2008 the Company announced that it had entered into an agreement to acquire two newbuilding ultra deepwater semi-submersible drilling rigs from subsidiaries of Seadrill Limited for a total acquisition cost of approximately $1.7 billion. The rigs, West Hercules and West Taurus, were delivered in November 2008 and upon delivery were chartered back to subsidiaries of Seadrill on 15 year bareboat charters.

Related party purchases and sales of vessels - 2007

In January 2007 the Company agreed to sell five single-hull Suezmax tankers to Frontline. The gross sales price for the vessels was $183.7 million, and the Company received approximately $119.2 million in cash after paying compensation of approximately $64.5 million to Frontline for the termination of the charters. The vessels were delivered to Frontline in March 2007.

In February 2007 the Company agreed to acquire newbuilding contracts for two Capesize drybulk carriers from Golden Ocean for a total delivered cost of approximately $160.0 million, with delivery expected in the last quarter of 2008 and the first quarter of 2009. Upon delivery the vessels will commence 15 year bareboat charters to Golden Ocean.

In June 2007 the Company purchased the jack-up rig West Prospero from a subsidiary of Seadrill for a total consideration of $210.0 million. Upon delivery the rig was immediately chartered back to the Seadrill subsidiary under a 15 year bareboat charter agreement, fully guaranteed by Seadrill. The subsidiary has options to buy back the rig after three, five, seven, 10, 12 and 15 years.

In August 2007 the Company agreed to purchase five offshore supply vessels from Deep Sea for a total consideration of $198.5 million, plus a sellers credit of $17.5 million. Upon delivery in September and October 2007, the vessels were immediately chartered back to Deep Sea under 12 year bareboat charter agreements. Deep Sea has options to buy back the vessels after three, five, seven, 10 and 12 years. In December 2007 it was agreed to sell one of these vessels, the Sea Trout, back to Deep Sea. In connection with this sale, the loan facility relating to the vessel was repaid and the interest rate swap on that facility was terminated at a cost of $1.7 million, for which we will be compensated by Deep Sea.

In November 2007 the Company agreed to purchase a further two offshore supply vessels from Deep Sea for a total consideration of $126.0 million. These vessels were delivered in January 2008 and were chartered back to Deep Sea on 12 year bareboat charters, with options for them to buy back the vessels after three, five, seven, 10 and 12 years.

10. COMMITMENTS AND CONTINGENT LIABILITIES

Assets Pledged

	September 30, 2008
Book value of assets pledged under ship mortgages	$ 2,696

Other Contractual Commitments

The Company has arranged insurance for the legal liability risks for its shipping activities with Assuranceforeningen SKULD, Assuranceforeningen Gard Gjensidig and Britannia Steam Ship Insurance Association Limited, all mutual protection and indemnity associations. On the vessels insured, the Company is subject to calls payable to the associations based on the Company's claims record in addition to the claims records of all other members of the associations. A contingent liability exists to the extent that the claims records of the members of the associations in the aggregate show significant deterioration, which result in additional calls on the members. The three associations with which the Company has arranged insurance are financially among the strongest associations in the world, with substantial free reserves which are used as a buffer against additional calls.

At September 30, 2008 the Company had contractual commitments under newbuilding contracts and vessel acquisition agreements totalling approximately $2,399 million, compared to $701 million at December 31, 2007.

11. SUBSEQUENT EVENTS

In November 2008 the Company announced the termination of an agreement to acquire three newbuilding seismic vessels from SCAN Geophysical ASA (“SCAN”) with the attached 12-year charters. The agreement to acquire the vessels had been announced in March 2007, with acquisition to take place immediately after delivery from the shipyard. In the light of considerably delayed deliveries, the Company and SCAN have agreed to terminate the acquisition agreement.

The Company has received an unsecured loan in the amount of $115 million which it has applied to the purchase of the West Taurus.

On November 28, 2008, the Board of Ship Finance declared a dividend of $0.60 per share to be paid on or about January 7, 2009.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Matters discussed herein may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements which are other than statements of historical facts.

The Company desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. The words “believe,” “anticipate,” “intend,” “estimate,” “forecast,” “project,” “plan,” “potential,” “will,” “may,” “should,” “expect,” “pen
expressions identify forward-looking statements.

The forward-looking statements herein are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, our management’s examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies and currencies, general market conditions, including fluctuations in charter rates and vessel values, changes in demand in the tanker market as a result of changes in OPEC's petroleum production levels and world wide oil consumption and storage, changes in our operating expenses, including bunker prices, drydocking and insurance costs, the market for our vessels, availability of financing and refinancing, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents or political events, vessels breakdowns and instances of off-hires and other important factors described from time to time in the reports filed by the Company with the Securities and Exchange Commission and our Annual Report on Form 20-F.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SHIP FINANCE INTERNATIONAL LIMITED
(registrant)

Dated: December 5, 2008

By: /s/ Ole B. Hjertaker
Name: Ole B. Hjertaker
Title: Chief Financial Officer
Ship Finance Management AS

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