

PERRIGO Co plc
Form 425
October 14, 2015

Mylan & Perrigo:
It's Now All About The Immediate
Value For The Perrigo Shareholder
and Better Long-Term Sustainable
Growth and Value Creation For

The Combined Company

October 2015

Filed

by

Mylan

N.V.

Pursuant

to

Rule

425

under

the

Securities

Act

of

1933

Subject

Company:

Perrigo

Company

plc

Commission

File

No.

001-36353

Legal Matters
IRISH
LAW
RESTRICTIONS
ON
CERTAIN
INFORMATION
Mylan
N.V. s
(Mylan)
offer
for
Perrigo
Company

plc
(Perrigo)
is
governed
by
the
Irish
Takeover
Panel
Act,
1997,
Takeover
Rules
2013
(the
Irish
Takeover
Rules).
Under
the
Irish
Takeover
Rules,
Mylan
management
is
prohibited
from
discussing
any
material
information
or
significant
new
opinions
which
have
not
been
publicly
announced.
Any
person
interested
in
shares
of
Mylan
or

Perrigo
is
encouraged
to
consult
their
professional
advisers.

FORWARD-LOOKING
STATEMENTS

2

This communication contains forward-looking statements. Such forward-looking statements may include, without limitation (the Perrigo Proposal), Mylan's acquisition (the EPD Transaction) of Mylan Inc. and Abbott Laboratories' non-U.S. de
EPD Business), the benefits and synergies of the Perrigo Proposal or EPD Transaction, future opportunities for Mylan, Perr
statements regarding Mylan's, Perrigo's, or the combined company's future operations, anticipated business levels, future ea
opportunities, strategies, competition, and other expectations and targets for future periods. These may often be identified by th
would, project, believe, anticipate, expect, plan, estimate, forecast, potential, intend, continue,
forward-looking statements inherently involve risks and uncertainties, actual future results may differ materially from those ex
Factors that could cause or contribute to such differences include, but are not limited to: uncertainties related to the Perrigo Pro
compulsory acquisition, whether Perrigo will cooperate with Mylan and whether Mylan will be able to consummate the offer a
offers will be made, the possibility that the conditions to the consummation of the offer will not be satisfied, and the possibility
the offer or be required, as a condition to obtaining regulatory approvals, to accept conditions that could reduce the anticipated
regarding the accounting and tax treatments of a transaction relating to the Perrigo Proposal and the EPD Transaction; changes
changes in healthcare and pharmaceutical laws and regulations in the U.S. and abroad; the integration of Perrigo and the EPD I
than expected; operating costs, customer loss, and business disruption (including, without limitation, difficulties in maintaining
suppliers) being greater than expected following the Perrigo Proposal and the EPD Transaction; the retention of certain key em
possibility that Mylan may be unable to achieve expected synergies and operating efficiencies in connection with the Perrigo P
frames or at all and to successfully integrate Perrigo and the EPD Business; expected or targeted future financial and operating
products to market, including but not limited to where Mylan uses its business judgment and decides to manufacture, market, a
notwithstanding the fact that allegations of patent infringement(s) have not been finally resolved by the courts (i.e., an at-risk
ability to bring new products to market; success of clinical trials and our ability to execute on new product opportunities; the so
and the impact of any such proceedings on financial condition, results of operations, and/or cash flows; the ability to protect in
the effect of any changes in customer and supplier relationships and customer purchasing patterns; the ability to attract and reta
impact of competition; changes in the economic and financial conditions of the businesses of Mylan, Perrigo, or the combined
identifying, acquiring, and integrating complementary or strategic acquisitions of other companies, products, or assets and in a
beyond the control of management; and inherent uncertainties involved in the estimates and judgments used in the preparation
financial measures, in accordance with accounting principles generally accepted in the United States of America (GAAP) an
detailed information on the risks and uncertainties associated with Mylan's business activities, see the risks described in Myla
March 31, 2015 and June 30, 2015 and our other filings with the Securities and Exchange Commission (SEC). These risks,
combined company are also more fully discussed in the Registration Statement on Form S-4 (which includes an offer to excha
10, 2015, the Registration Statement) in connection with the Perrigo Proposal. You can access Mylan's filings with the SEC
encourages you to do so. Except as required by applicable law, Mylan undertakes no obligation to update any statements herein
communication.

Legal Matters
RESPONSIBILITY
STATEMENT

The
directors
of
Mylan
accept
responsibility
for
the
information
contained
in
this
communication,

save
that
the
only
responsibility
accepted
by
the
directors
of
Mylan
in
respect
of
the
information
in
this
communication
relating
to
Perrigo,
Perrigo's
subsidiaries
and
subsidiary
undertakings,
the
Perrigo
board
of
directors
and
the
persons
connected
with
them,
which
has
been
compiled
from
published
sources,
has
been
to
ensure
that

such
information
has
been
correctly
and
fairly
reproduced
or
presented
(and
no
steps
have
been
taken
by
the
directors
of
Mylan
to
verify
this
information).
To
the
best
of
the
knowledge
and
belief
of
the
directors
of
Mylan
(who
have
taken
all
reasonable
care
to
ensure
that
such
is
the

case)
the
information
contained
in
this
communication
is
in
accordance
with
the
facts
and
does
not
omit
anything
likely
to
affect
the
import
of
such
information.

**DEALING
DISCLOSURE
REQUIREMENTS**

Under
the
provisions
of
Rule
8.3
of
the
Irish
Takeover
Rules,
if
any
person
is,
or
becomes,
interested
(directly
or
indirectly)

in,
1%
or
more
of
any
class
of
relevant
securities
of
Perrigo
or
Mylan,
all
dealings
in
any
relevant
securities
of
Perrigo
or
Mylan
(including
by
means
of
an
option
in
respect
of,
or
a
derivative
referenced
to,
any
such
relevant
securities)
must
be
publicly
disclosed
by
not
later
than

3:30
pm
(New
York
time)
on
the
business
day
following
the
date
of
the
relevant
transaction.
This
requirement
will
continue
until
the
date
on
which
the
offer
period
ends.
If
two
or
more
persons
co-operate
on
the
basis
of
any
agreement,
either
express
or
tacit,
either
oral
or
written,
to

acquire
an
interest
in
relevant
securities
of
Perrigo
or
Mylan,
they
will
be
deemed
to
be
a
single
person
for
the
purpose
of
Rule
8.3
of
the
Irish
Takeover
Rules.
Under
the
provisions
of
Rule
8.1
of
the
Irish
Takeover
Rules,
all
dealings
in
relevant
securities
of
Perrigo
by
Mylan

or
relevant
securities
of
Mylan
by
Perrigo,
or
by
any
party
acting
in
concert
with
either
of
them,
must
also
be
disclosed
by
no
later
than
12
noon
(New
York
time)
on
the
business
day
following
the
date
of
the
relevant
transaction.
A
disclosure
table,
giving
details
of
the
companies

in
whose
relevant
securities
dealings
should
be
disclosed,
can
be
found
on
the
Irish
Takeover
Panel's
website
at
www.irishtakeoverpanel.ie.
Interests
in
securities
arise,
in
summary,
when
a
person
has
long
economic
exposure,
whether
conditional
or
absolute,
to
changes
in
the
price
of
securities.
In
particular,
a
person
will
be
treated

as
having
an
interest
by
virtue
of
the
ownership
or
control
of
securities,
or
by
virtue
of
any
option
in
respect
of,
or
derivative
referenced
to,
securities.
Terms
in
quotation
marks
are
defined
in
the
Irish
Takeover
Rules,
which
can
also
be
found
on
the
Irish
Takeover
Panel s
website.
If

you
are
in
any
doubt
as
to
whether
or
not
you
are
required
to
disclose
a
dealing
under
Rule
8,
please
consult
the
Irish
Takeover
Panel's
website
at
www.irishtakeoverpanel.ie
or
contact
the
Irish
Takeover
Panel
on
telephone
number
+353
1
678
9020
or
fax
number
+353
1
678
9289.
Goldman

Sachs,
which
is
authorized
by
the
Prudential
Regulation
Authority
and
regulated
by
the
Financial
Conduct
Authority
and