Alkermes plc.
Form 8-K
March 07, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **March 7, 2012**

ALKERMES PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland	**001-35299**	**98-1007018**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Connaught House, 1 Burlington Road Dublin 4, Ireland	
(Address of principal executive offices)	(Zip Code)

(Registrant s telephone number, including area code): **011-353-1-772-8000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement

On March 7, 2012, Alkermes plc (the Company) executed a Waiver and Consent Letter (the Waiver and Consent) with respect to that certain Shareholder s Agreement dated as of September 16, 2011 (the Shareholder s Agreement) by and among the Company, Elan Corporation, plc, a public limited company incorporated in Ireland (the Shareholder Parent) and Elan Science Three Limited, a private limited company incorporated in Ireland and a wholly-owned subsidiary of the Shareholder Parent (the Shareholder).

Pursuant to the Waiver and Consent, the Company (i) agreed to waive the limitations set forth in Section 5.1(b)(i) of the Shareholder s Agreement that would prohibit both a transfer of the ordinary shares of the Company held by the Shareholder prior to the six (6) month anniversary of the Closing Date as defined in the Shareholder s Agreement, and following such date, the transfer of more than 40.75% of the ordinary shares of the Company held by the Shareholder in a registered offering pursuant to a registration statement that has been filed with the SEC on Form S-1 under File No. 333-179550 (the Registered Offering) and (ii) agreed and consented to the transfer of up to 15,985,000 ordinary shares of the Company by the Shareholder in the Registered Offering.

The foregoing description of the Waiver and Consent does not purport to be complete and is qualified in its entirety by reference to the Waiver and Consent which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure

On March 7, 2012, the Company announced that it has commenced the Registered Offering, subject to market and other conditions, of 13,900,000 ordinary shares held by the Shareholder. As part of the Registered Offering, the Shareholder intends to grant to the underwriters a 30-day option to purchase up to an additional 2,085,000 ordinary shares. The Company will not receive any proceeds from the Registered Offering and its total number of outstanding shares will not change as a result of the Registered Offering. A copy of the press release is attached hereto as Exhibit 99.1. This information, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
10.1	Waiver and Consent, dated March 7, 2012.
99.1	Press release issued by the Company dated March 7, 2012.

SIGNATURE

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 hereunto duly authorized.

Dated: March 7, 2012

ALKERMES PLC

By: /s/ James M. Frates
James M. Frates
Chief Financial Officer

EXHIBIT INDEX

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