

TEVA PHARMACEUTICAL INDUSTRIES LTD

Form F-3ASR

November 30, 2015

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As filed with the Securities and Exchange Commission on November 30, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form F-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

(Exact name of registrant as specified in its charter and translation of registrant's name into English)

Israel
(State or other jurisdiction of
incorporation or organization)

5 Basel Street
P.O. Box 3190
Petach Tikva 4951033 Israel

N/A
(I.R.S. Employer
Identification No.)

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972-3-926-7267

(Address and telephone number of registrant's principal executive offices)

Teva Pharmaceuticals USA, Inc.

1090 Horsham Road

North Wales, Pennsylvania 19454

Attention: Deborah Griffin

(215) 591-3000

(Name, address and telephone number of agent for service)

with copies to:

Jeffrey S. Hochman, Esq.

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, New York 10019

(212) 728-8000

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

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Title of each class of securities	Amount	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee (2)
to be registered (1)	to be registered (1)			
Ordinary Shares (3)				\$0
Mandatory Convertible Preferred Shares (4)				\$0

- (1) These offered securities may be sold separately, together or as units with other offered securities. An indeterminate aggregate initial offering price or number of securities of each identified class is being registered as may from time to time be issued at indeterminate prices.
- (2) In accordance with Rule 456(b) and Rule 457(r), the Registrant is deferring payment of all of the registration fee.
- (3) Such ordinary shares may be represented by American Depositary Shares. Such American Depositary Shares are or will be registered on a separately filed registration statement on Form F-6. Each American Depositary Share represents one ordinary share.
- (4) Also includes such currently indeterminate number of American Depositary Shares as may be issued upon conversion of such Mandatory Convertible Preferred Shares. Such American Depositary Shares are or will be registered on a separately filed registration statement on Form F-6. Each American Depositary Share represents one ordinary share.

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TEVA PHARMACEUTICAL INDUSTRIES LIMITED

*American Depositary Shares, each representing
one Ordinary Share, and Mandatory Convertible Preferred Shares*

We may offer and sell from time to time:

American Depositary Shares, or ADSs, each representing one ordinary share; and

Mandatory Convertible Preferred Shares.

We will provide the specific terms and initial public offering prices of these securities in supplements to this prospectus. You should read this prospectus and any supplement carefully before you invest.

We may sell these securities to or through underwriters and also to other purchasers or through agents. The names of any underwriters or agents will be stated in an accompanying prospectus supplement.

Our ADSs are listed on the New York Stock Exchange under the symbol **TEVA**. Unless the applicable prospectus supplement states otherwise, the Mandatory Convertible Preferred Shares will not be listed on any securities exchange.

Investing in our securities involves risks. You should consider the risk factors described in any accompanying prospectus supplement and the documents we incorporate by reference. See Risk Factors beginning on page 3 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 30, 2015.

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ABOUT THIS PROSPECTUS

This prospectus is part of a Registration Statement that Teva has filed with the United States Securities and Exchange Commission (the SEC) utilizing a shelf registration process. Under this shelf process, Teva may, from time to time, sell the securities described in this prospectus in one or more offerings.

This prospectus provides you with a general description of the securities which we may offer. Each time we sell securities we will provide a prospectus supplement that will contain specific information about the terms of the offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement together with additional information described below under the heading *Where You Can Find More Information* before purchasing any of our securities.

You should rely only on the information contained or incorporated by reference in this prospectus and any accompanying prospectus supplement. Incorporated by reference means that we can disclose important information to you by referring you to another document filed separately with the SEC. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making, nor will we make, an offer to sell securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and any supplement to this prospectus is current only as of the dates on their respective covers. Our business, financial condition, results of operations and prospects may have changed since that date.

Unless otherwise stated or the context otherwise requires, references in this prospectus and any supplement to this prospectus to *Teva*, *we*, *us* and *our* refer to Teva Pharmaceutical Industries Limited and its subsidiaries, collectively.

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TEVA PHARMACEUTICAL INDUSTRIES LIMITED

General

We are a global pharmaceutical company, committed to increasing access to high-quality healthcare by developing, producing and marketing affordable generic medicines and a focused portfolio of specialty medicines. We operate in pharmaceutical markets worldwide, with major operations in the United States, Europe and other markets. As the world's leading generic medicines company with a strong specialty medicines portfolio, we are strategically positioned to benefit from ongoing changes in the global healthcare environment.

We seek to address unmet patient needs while capitalizing on evolving market, economic and legislative dynamics in global healthcare. These dynamics include the aging population, increased spending on pharmaceuticals in emerging markets, economic pressure on governments and private payors to provide accessible healthcare solutions, legislative and regulatory reforms, an increase in patient awareness and the growing importance of over-the-counter (OTC) medicines.

We believe that our dedicated leadership and employees, world-leading generics expertise and portfolio, focused specialty portfolio, OTC joint venture with The Procter & Gamble Company, active pharmaceutical ingredient production capability, integrated R&D capabilities and global infrastructure and scale position us to take advantage of opportunities created by these dynamics.

Segments

We operate our business in two segments:

Generic medicines, which include chemical and therapeutic equivalents of originator medicines in a variety of dosage forms, including tablets, capsules, injectables, inhalants, liquids, ointments and creams. We are the leading generic drug company in the United States and Europe, and we have a significant or growing presence in our Rest of the World markets. We are also one of the world's leading manufacturers of active pharmaceutical ingredients.

Specialty medicines, which include several franchises, most significantly our core therapeutic areas of central nervous system medicines such as Copaxone[®], Azilect[®] and Nuvigil[®] and of respiratory medicines such as ProAir[®] HFA and QVAR[®]. Our specialty medicines segment includes other therapeutic areas, such as oncology, women's health and selected other areas.

In addition to these two segments, we have other activities, primarily PGT Healthcare, our OTC joint venture with The Procter & Gamble Company.

Actavis Generics Acquisition

On July 26, 2015, we entered into a definitive agreement with Allergan plc to acquire its worldwide generic pharmaceuticals business and certain other assets, which we refer to as Actavis Generics. We will pay total consideration consisting of \$33.75 billion in cash and approximately 100 million Teva shares, which represented \$6.75 billion in value, based on the previously-agreed price of approximately \$67.30 per share. Closing of the transaction is subject to certain conditions, including relevant regulatory approvals. Subject to satisfaction of the closing conditions, we expect the acquisition to close in the first quarter of 2016. Following consummation of the acquisition, our generics segment is expected to make up a much larger percentage of our revenues. Further information about the Actavis Generics acquisition, including a copy of the Master Purchase Agreement, is contained in a Report of Foreign Private Issuer on Form 6-K filed by us with the SEC on July 28, 2015.

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The special purpose combined financial statements and other information relating to Actavis Generics are included in a Report of Foreign Private Issuer on Form 6-K filed by us with the SEC on November 30, 2015.

We expect to finance the \$33.75 billion cash consideration for the Actavis Generics acquisition, together with related fees and expenses, through a combination of new equity (including the issuance and sale of ADSs and Mandatory Convertible Preferred Shares) and various debt financings.

Teva was incorporated in Israel on February 13, 1944, and is the successor to a number of Israeli corporations, the oldest of which was established in 1901. Our executive offices are located at 5 Basel Street, P.O. Box 3190, Petach Tikva 4951033, Israel, and our telephone number is +972-3-926-7267.

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RISK FACTORS

Investing in our securities involves risk. Please see the risk factors set forth in Part I, Item 3 in our Annual Report on Form 20-F for our most recent fiscal year, as updated by our Reports of Foreign Private Issuer on Form 6-K and other filings we make from time to time with the SEC, as incorporated by reference in this prospectus. Additional risk factors may be included in a prospectus supplement relating to a particular offering of securities. Before making an investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus and any accompanying prospectus supplement.

FORWARD-LOOKING STATEMENTS

The disclosure and analysis in this prospectus, including statements that are predictive in nature, or that depend upon or refer to future events or conditions, contain or incorporate by reference some forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, referred to as the Exchange Act, and Section 27A of the Securities Act of 1933, as amended, referred to as the Securities Act. Forward-looking statements describe our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. Such statements may include words such as anticipate, estimate, expect, project, intend, plan, believe and other words and terms of similar meaning in connection with any discussion of future operating or financial performance. In particular, these statements include, among other things, statements relating to:

our business strategy;

the anticipated results of acquisitions, including our pending Actavis Generics and Rimsa acquisitions;

the development and launch of our products, including product approvals and results of clinical trials;

projected markets and market size;

costs, cost savings and other results of our restructuring program;

anticipated results of litigation and regulatory proceedings;

our projected revenues, market share, expenses, net income margins, profitability and capital expenditures; and

our liquidity.

The forward-looking statements contained or incorporated by reference herein involve a number of known and unknown risks and uncertainties that could cause our future results, performance or achievements to differ significantly from the results, performance or achievements expressed or implied by such forward-looking statements. You should understand that many important factors, in addition to those discussed or incorporated by reference in this prospectus, could cause our results to differ materially from those expressed in the forward-looking statements. Potential factors that could affect our results, include, in addition to others not described in this prospectus, those referenced under Risk Factors above. These are factors that we think could cause our actual results to differ materially from our expected results.

Forward-looking statements speak only as of the date on which they are made, and we undertake no obligation to update any forward-looking statements or other information contained in this prospectus, whether as a result of new information, future events or otherwise. You are advised, however, to consult any additional disclosures we make in our Annual Reports on Form 20-F and our Reports of Foreign Private Issuer on Form 6-K that are filed with the SEC. See Risk Factors above. Other factors besides those listed here could also adversely affect us. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995.

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Our ratio of earnings to fixed charges in accordance with U.S. GAAP for each of the periods presented below was as follows:

	Nine months ended September 30,		Year ended December 31,			
	2015	2014	2013	2012	2011	2010
Ratio of earnings to fixed charges	7.7	11.8	4.7	5.7	12.5	16.5

Teva did not have any issued and outstanding preferred shares for the relevant periods.

PRICE RANGE OF ADSs AND ORDINARY SHARES**Teva Ordinary Shares**

Teva's ordinary shares have been listed on the Tel Aviv Stock Exchange (TASE) since 1951. As of September 30, 2015, Teva had 961,215,717 ordinary shares outstanding, including ordinary shares underlying our outstanding American Depositary Shares (ADSs).

The table below sets forth in New Israeli Shekels (NIS) the high and low intraday sale prices of the ordinary shares on the TASE during the periods indicated, as reported by the TASE.

Period	High	Low
Last six months:		
November 2015 (through November 29)	246.90	240.70
October 2015	247.10	214.70
September 2015	258.20	217.60
August 2015	270.70	234.40
July 2015	274.58	221.63
June 2015	238.05	219.14
May 2015	241.37	225.83
Last eight quarters:		
Q4 2015 (through November 29)	246.90	213.46
Q3 2015	274.58	217.60
Q2 2015	264.62	219.14
Q1 2015	252.85	213.94
Q4 2014	230.90	187.00
Q3 2014	199.50	175.80
Q2 2014	187.30	168.60
Q1 2014	181.30	138.70
Q4 2013	146.80	128.00
Last five years:		
2015 (through November 29)	272.99	212.70
2014	230.90	138.70
2013	152.30	128.00
2012	174.30	137.10
2011	205.90	129.80
2010	242.70	176.90

On November 29, 2015, the last reported sale price of the ordinary shares on the TASE was NIS 244.80.

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Teva's ADSs, which have been traded in the U.S. since 1982, were listed and admitted to trading on the Nasdaq National Market in October 1987 and were subsequently traded on the Nasdaq Global Select Market. On May 30, 2012, Teva transferred the listing of its ADSs to the New York Stock Exchange. The ADSs are quoted under the symbol TEVA. JPMorgan Chase Bank, N.A. serves as depositary for the ADSs. As of September 30, 2015, Teva had 728,985,006 ADSs outstanding. Each ADS represents one ordinary share; accordingly, the number of the outstanding ADSs is included in the number of outstanding ordinary shares. For a more detailed description of Teva ADSs, see Description of Teva American Depositary Shares.

The following table sets forth information regarding the high and low intraday prices of an ADS on the NYSE or NASDAQ, as applicable, for the periods specified in U.S. dollars.

Period	High	Low
Last six months:		
November 2015 (through November 27)	63.59	57.41
October 2015	63.83	54.60
September 2015	65.59	54.17
August 2015	71.33	63.25
July 2015	71.96	59.11
June 2015	62.00	58.18
May 2015	62.14	59.13
Last eight quarters:		
Q4 2015 (through November 27)	63.59	57.41
Q3 2015	71.96	54.17
Q2 2015	68.03	58.18
Q1 2015	63.41	53.63
Q4 2014	58.95	47.36
Q3 2014	55.70	50.39
Q2 2014	54.70	48.35
Q1 2014	52.94	39.80
Q4 2013	41.74	36.26
Last five years:		
2015 (through November 27)	71.53	53.32
2014	58.95	39.80
2013	41.74	32.26
2012	46.65	36.63
2011	57.08	35.00
2010	64.95	46.99

On November 27, 2015, the last reported sale price for the ADSs on NYSE was \$63.47.

Various other stock exchanges quote derivatives and options on our ADSs under the symbol TEVA.

Dividends

We have paid dividends on a regular quarterly basis since 1986. Teva's dividend policy is regularly reviewed by Teva's board of directors based upon conditions then existing, including our earnings, financial condition, capital requirements and other factors. Our ability to pay cash dividends may be restricted by the Israeli Companies Law (the Companies Law) and the regulations promulgated thereunder and instruments governing our debt obligations. Prior to April 2015, dividends were declared and paid in New Israeli Shekels and the amounts of such dividends have been converted into U.S. dollars. Since April 2015, dividends have been declared and paid in U.S. dollars.

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Dividends paid by an Israeli company to shareholders residing outside Israel are generally subject to withholding of Israeli income tax at a rate of up to 25%, unless the shareholder is or was a substantial shareholder as defined under Israeli law. Such tax rates apply unless a lower rate is provided in a treaty between Israel and the shareholder's country of residence. In our case, the applicable withholding tax rate will depend on the particular Israeli production facilities that have generated the earnings that are the source of the specific dividend and, accordingly, the applicable rate may change from time to time.

The following table sets forth the amounts of the dividends paid in respect of each period indicated prior to deductions for applicable Israeli withholding taxes.

	2015	2014	2013	2012	2011
	In cents per share				
1st interim	34.0	34.7	32.0	26.3	23.2
2nd interim	34.0	35.3	32.2	25.0	23.5
3rd interim	34.0 ⁽¹⁾	32.1	32.6	25.7	21.9
4th interim	N/A	33.8	34.3	31.1	26.8

(1) Payment expected to take place on December 3, 2015 to holders of record as of November 17, 2015.

Following the issuance of any Mandatory Convertible Preferred Shares, we may pay dividends on our ordinary shares and ADSs only after all dividends for all preceding dividend periods have been declared and paid upon, or a sufficient sum of cash has been set apart for the payment of such dividends upon, all outstanding Mandatory Convertible Preferred Shares. In addition, the Mandatory Convertible Preferred Shares will have priority over our ordinary shares and ADSs in the distribution of assets upon our liquidation, dissolution or winding up. For more information, see Description of Mandatory Convertible Preferred Shares Dividends and Liquidation Preference.

USE OF PROCEEDS

Unless the applicable prospectus supplement states otherwise, the net proceeds from the sale of securities offered by Teva will be used to finance a portion of the cash consideration for its previously announced acquisition of Actavis Generics and to pay related fees and expenses, to finance our pending Rimsa acquisition and/or otherwise for general corporate purposes, which may include additions to working capital, investments in or extensions of credit to our subsidiaries, the repayment of indebtedness, repurchases of our ADSs, ordinary shares and other securities and acquisitions.

DESCRIPTION OF ORDINARY SHARES

The following is a summary of the terms of Teva ordinary shares, including certain provisions contained in Teva's memorandum of association (the Memorandum), Teva's articles of association (the Articles) and applicable Israeli laws in effect on the date of this registration statement. This summary is qualified by reference to the full text of the Memorandum and the Articles, which are incorporated by reference as exhibits hereto.

Description of Ordinary Shares

The nominal (par) value of Teva's ordinary shares is NIS 0.10 per share, and all issued and outstanding ordinary shares are fully paid and non-assessable. Holders of ordinary shares are entitled to participate equally (along with the holders of Teva's ordinary A shares, nominal (par) value NIS 0.10 per share) in the receipt of dividends and other distributions and, in the event of liquidation, in all distributions after the discharge of

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liabilities to creditors and subject to the preferences and priorities of the Mandatory Convertible Preferred Shares, See Description of Mandatory Convertible Preferred Shares Dividends and Liquidation Preference. All ordinary shares represented by the ADSs will be issued in registered form only. The Companies Law and the Articles do not provide for preemptive rights to the holders of Teva's shares. Each Teva ordinary share entitles the holder thereof to one vote.

Neither the Memorandum, the Articles nor the laws of the State of Israel restrict the ownership or voting of Teva's ordinary shares or ADSs by non-residents or persons who are not citizens of Israel, except with respect to citizens or residents of countries that are in a state of war with Israel.

General Shareholder Meetings

Under the Companies Law and Teva's Articles, Teva is required to hold an annual general meeting every calendar year no later than fifteen months after the previous annual general meeting. In addition, Teva is required to convene a special meeting of shareholders:

upon the demand of two directors or one-quarter of the serving directors;

upon the demand of one or more shareholders holding at least 5% of Teva's issued share capital and 1% or more of its voting rights; and

upon the demand of one or more shareholders holding at least 5% of Teva's voting rights; provided that a demand by a shareholder to convene a special meeting must set forth the matters to be considered at the meeting and otherwise comply with all other requirements of applicable law and the Articles.

If the board of directors receives a demand to convene a special meeting satisfying the above conditions, it must announce the scheduling of the meeting within 21 days after the demand was delivered, subject to the relevant requirements of the Companies Law and the regulations thereunder. If the board of directors fails to do so, the shareholder who demanded to convene the special meeting may convene the meeting himself, subject to the provisions of the Companies Law.

The agenda of a general meeting is determined by the board of directors. The agenda must also include matters for which the convening of a special meeting was demanded, as well as any matter requested by one or more shareholders who hold at least 1% of Teva's voting rights, subject to complying with certain requirements. Pursuant to Israeli law, a Teva shareholder who wishes to include a matter on the agenda of a general meeting must submit the request within seven days of publication of the notice with respect to the general meeting, or within 14 days of a preliminary notice of the intention to convene the general meeting, in order for it to be eligible to be considered at the general meeting. Under the Articles, a request by a shareholder who holds at least 1% of Teva's voting rights to include a matter on the agenda of a general meeting must be submitted in writing to Teva no later than 14 days after the first publication of Teva's annual consolidated financial statements preceding the annual general meeting at which the consolidated financial statements for such year are to be presented. Any such demands or requests must comply with the requirements of applicable law, applicable stock exchange rules and the Articles.

Notice

Pursuant to the Companies Law, the regulations thereunder and the Articles, Teva is generally required to announce the convening of general meetings at least 35 days in advance, but is not required to deliver personal notices of a general meeting or of any adjournment thereof to shareholders. Teva may reasonably determine the method of publicizing the convening of general meetings, including by publishing a notice in one or more daily newspapers in Israel or in one or more international wire services, and any such publication will be deemed to have been duly given and delivered on the date of such publication. Shareholders as of the record date determined in respect of the general meeting are entitled to participate in and vote at the meeting. Under Israeli

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