

# JOHNSON & JOHNSON

## **FORM 8-K** (Current report filing)

Filed 06/16/17 for the Period Ending 06/16/17

Address	ONE JOHNSON & JOHNSON PLZ NEW BRUNSWICK, NJ 08933
Telephone	732-524-2455
CIK	0000200406
Symbol	JNJ
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	01/01

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): June 16, 2017

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(Exact name of registrant as specified in its charter)

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New Jersey	I-3215	22-1024240
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: 732-524-0400

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.01 Completion of Acquisition or Disposition of Assets.**

As previously disclosed, on January 26, 2017, Johnson & Johnson, Cilag Holding AG, a Swiss corporation and wholly owned subsidiary of Johnson & Johnson (the “Bidder”), and Janssen Holding GmbH, a Swiss corporation and wholly owned subsidiary of Johnson & Johnson (the “Offeror”), entered into a Transaction Agreement (the “Transaction Agreement”) with Actelion Ltd, a Swiss corporation (“Actelion”). Concurrently with the execution of the Transaction Agreement, Johnson & Johnson, the Bidder and Actelion (and affiliates thereof, as applicable) entered into a Demerger Agreement (the “Demerger Agreement”) and certain other ancillary agreements.

Pursuant to the Transaction Agreement, the Offeror launched an all-cash tender offer in Switzerland to acquire all of the outstanding, publicly held shares, nominal value CHF 0.50 per share (the “Shares”), of Actelion for USD 280 per Share (the “Offer”). The Offer expired at 4:00 p.m., CEST, on Thursday, April 21, 2017, upon which Johnson & Johnson announced that 99,303,760 Shares were tendered into the Offer, representing approximately 92.51% of the Shares to which the Offer extended. Following the expiration of the Offer, the remaining conditions to the Offer were satisfied and, on Friday, June 16, 2017, the Offeror completed the settlement of the Offer. At settlement, the Offeror paid an aggregate consideration of USD 27,805,052,800 to holders of tendered Shares. The payment was funded by an affiliate of Johnson & Johnson from its available cash on hand.

Prior to the settlement of the Offer and pursuant to the Demerger Agreement, Actelion’s drug discovery operations and early-stage clinical development assets (and associated liabilities) were separated (the “Demerger”) into a newly-incorporated Swiss biopharmaceutical company, Idorsia Ltd (“Idorsia”). All of the shares of Idorsia were distributed to Actelion’s shareholders as a dividend in kind immediately prior to the settlement of the Offer and were listed on the SIX Swiss Exchange. Immediately following the Demerger, Idorsia had cash of CHF 1 billion, CHF 420 million of which was funded from cash on hand of Actelion and CHF 580 million of which was funded by an affiliate of Johnson & Johnson by way of a convertible note facility with a tenor of ten years. Following the initial conversion of the convertible note, which is expected to occur on June 19, 2017, the Bidder will hold 9.9% of the shares of Idorsia and, subject to certain limitations, will have the right to an additional 22.1% of Idorsia’s outstanding equity through the convertible note.

As a result of the Offer, the Offeror became the majority owner of Actelion. The Offeror intends to acquire the remaining untendered shares pursuant to a short-form merger or a squeeze-out procedure in accordance with Swiss law and takeover regulation.

The foregoing description of the Offer and the Transaction Agreement is qualified in its entirety by reference to the Transaction Agreement, which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on February 1, 2017, and is incorporated herein by reference.

Johnson & Johnson issued a press release on June 16, 2017, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits .**

(a) *Financial statements of business acquired .*

The financial statements required by Item 9.01(a) of Form 8-K will be filed by amendment within 71 calendar days after the date on which this Current Report on Form 8-K must be filed.

(b) *Pro forma financial information.*

The pro forma financial information required by Item 9.01(b) of Form 8-K will be filed by amendment within 71 calendar days after the date on which this Current Report on Form 8-K must be filed.

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(d) *Exhibits* .

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release announcing the settlement of the Offer and the consummation of the Demerger, dated as of June 16, 2017

#### **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 hereunto duly authorized.

**Johnson & Johnson**  
(Registrant)

Date: June 16, 2017

By: /S/ Thomas J. Spellman III  
Thomas J. Spellman III  
Assistant General Counsel and  
Corporate Secretary

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## EXHIBIT INDEX

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99.1	Press Release announcing the settlement of the Offer and the consummation of the Demerger, dated as of June 16, 2017

**FOR IMMEDIATE RELEASE****Press Contacts:**

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**Johnson & Johnson Announces Completion of Acquisition of Actelion**

*Transaction Expands Janssen Portfolio with*

*Leading Differentiated In-Market Medicines and Promising Late-Stage Therapies*

**NEW BRUNSWICK, N.J. - June 16, 2017** - Johnson & Johnson (NYSE:JNJ) today announced the completion of the acquisition of Actelion Ltd for a total purchase price of approximately \$30 billion in cash. The acquisition was completed through an all-cash public tender offer by Johnson & Johnson's Swiss subsidiary, Janssen Holding GmbH, to acquire all publicly held shares of Actelion Ltd for \$280 per share, payable in U.S. dollars. Actelion will now become part of the Janssen Pharmaceutical Companies of Johnson & Johnson.

"We are very pleased to complete this compelling transaction and look forward to the value it will create for Johnson & Johnson and for patients around the world suffering from pulmonary arterial hypertension (PAH) and other serious illnesses," said Alex Gorsky, Chairman and Chief Executive Officer of Johnson & Johnson. "Adding Actelion to our already strong pharmaceutical business expands our portfolio with leading, differentiated in-market medicines and promising late stage products. We are excited to welcome our new Actelion colleagues to the Johnson & Johnson Family of Companies as we work together to improve the health of people around the world."

"Through this transaction, Janssen will establish a sixth therapeutic area that will be a growth engine for us as our combined team builds on the market-leading position of Actelion's therapies," said Joaquin Duato, Executive Vice President and Worldwide Chairman, Pharmaceuticals, Johnson & Johnson. "Actelion's PAH franchise, including differentiated, innovative medicines Opsumit<sup>®</sup>, Uptravi<sup>®</sup> and Tracleer<sup>®1</sup> expands our Janssen business and provides a leading commercial position in an established area of transformational medical innovation for patients with serious illnesses and significant unmet medical needs."

In connection with the completion of the public tender offer, Actelion has spun off its drug discovery operations and early-stage clinical development assets into a newly created Swiss biopharmaceutical company, Idorsia Ltd (SIX:IDIA). Shares of Idorsia were distributed to Actelion's shareholders as a stock dividend and will begin trading on the SIX Swiss Exchange today. As previously announced, a subsidiary of Johnson & Johnson will initially hold 9.9 percent of the shares of Idorsia and, subject to certain limitations, will have the right to an additional 22.1 percent of Idorsia's outstanding equity through a convertible note. A subsidiary of Johnson & Johnson also has an option on ACT-132577, a compound in development for resistant hypertension for which the phase 2 clinical results were recently announced.

Johnson & Johnson expects the transaction to add approximately \$1.3 billion in sales for 2017 and be accretive to 2017 adjusted earnings per share by approximately \$0.07. This impact was already included in the company's full-year sales and adjusted earnings per share guidance provided in April. Also, as previously disclosed, in the first full year after close, Johnson & Johnson expects the transaction to be accretive to adjusted earnings per share by \$0.35 to \$0.40.<sup>2</sup>

## About Johnson & Johnson

Caring for the world, one person at a time, inspires and unites the people of Johnson & Johnson. We embrace research and science - bringing innovative ideas, products and services to advance the health and well-being of people. Our approximately 130,800 employees at more than 250 Johnson & Johnson operating companies work with partners in health care to touch the lives of over a billion people every day, throughout the world.

## About the Janssen Pharmaceutical Companies of Johnson & Johnson

At the Janssen Pharmaceutical Companies of Johnson & Johnson, we are working to create a world without disease. Transforming lives by finding new and better ways to prevent, intercept, treat and cure disease inspires us. We bring together the best minds and pursue the most promising science. We are Janssen. We collaborate with the world for the health of everyone in it. Learn more at [www.janssen.com](http://www.janssen.com). Follow us at [www.twitter.com/JanssenUS](https://www.twitter.com/JanssenUS) and [www.twitter.com/JanssenGlobal](https://www.twitter.com/JanssenGlobal).

<sup>1</sup> Opsumit<sup>®</sup> (macitentan), Uptravi<sup>®</sup> (selexipag) and Tracleer<sup>®</sup> (bosentan)

<sup>2</sup> Adjusted earnings per share excludes intangible amortization expense and special items such as inventory step up, restructuring, integration, and other costs incurred to execute the transaction. Adjusted EPS is a non-GAAP financial measure and should not be considered a replacement for GAAP results. Johnson & Johnson does not provide GAAP financial measures on a forward-looking basis because the company is unable to predict with reasonable certainty the ultimate outcome of legal proceedings, unusual gains and losses, acquisition-related expenses and purchase accounting fair value adjustments without unreasonable effort. These items are uncertain, depend on various factors, and could be material to Johnson & Johnson's results computed in accordance with GAAP.

## NOTE TO INVESTORS CONCERNING FORWARD-LOOKING STATEMENTS

This press release contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995 regarding the acquisition of Actelion Ltd. The reader is cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the expectations and projections of Johnson & Johnson. Risks and uncertainties include, but are not limited to: risks and uncertainties related to the ability of the Johnson & Johnson family of companies to successfully integrate the products, employees/operations and clinical work of Actelion, as well as the ability to ensure continued performance or market growth of Actelion's products; the potential that the expected benefits and opportunities of the transaction may not be realized or may take longer to realize than expected; challenges inherent in product research and development, including the uncertainty of clinical success and obtaining regulatory approvals; uncertainty of commercial success for new and existing products; competition, including technological advances, new products and patents attained by competitors; adverse litigation or government action; challenges to patents; changes to applicable laws and regulations, including domestic and foreign health care reforms; changes in behavior and spending patterns or financial distress of purchasers of health care products and services; manufacturing difficulties and delays; product efficacy or safety concerns resulting in product recalls or regulatory action; and trends toward health care cost containment. A further list and description of these risks, uncertainties and other factors and the general risks associated with the respective businesses of Johnson & Johnson and Actelion can be found in Johnson & Johnson's publicly available filings with the U.S. Securities and Exchange Commission, and Actelion's publicly available filings on its website. Copies of these filings, as well as subsequent filings, are available online at [www.sec.gov](http://www.sec.gov), [www.jnj.com](http://www.jnj.com), [www.actelion.com](http://www.actelion.com) or on request from Johnson & Johnson. Johnson & Johnson does not undertake to update any forward-looking statement as a result of new information or future events or developments.