

WARNER CHILCOTT PLC

FORM 8-K (Current report filing)

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Telephone	353 41 685 6983
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Industry	Biotechnology & Drugs
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**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: September 24, 2010
Date of earliest event reported: September 23, 2010**

Warner Chilcott Public Limited Company

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction
of incorporation)

0-53772
(Commission File Number)

98-0626948
(IRS Employer
Identification No.)

**Unit 19 Ardee Business Park
Hale Street
Ardee, Co. Louth, Ireland**
(Address of principal executive offices, including zip code)

+353 41 685 6983
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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))
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Item 7.01 Regulation FD Disclosure

In connection with the Private Placement (as defined in Item 8.01 below), Warner Chilcott Public Limited Company (the “**Company**”) intends to discuss the Transaction (as defined in Item 8.01 below) with potential investors. The Company expects the impact of the Transaction and the Private Placement will be approximately leverage neutral.

The information set forth in this Item 7.01 is furnished and shall not be deemed to be “filed” under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 8.01 Other Events

On September 24, 2010, the Company announced that it has agreed to terminate its existing co-promotion agreement with Novartis and signed a definitive agreement to purchase the U.S. rights to Enablex from Novartis for \$400 million in cash (the “**Transaction**”). Enablex (darifenacin) is a product indicated to treat adults with symptoms of overactive bladder, which had U.S. sales of approximately \$190 million for the year ended December 31, 2009. The Transaction remains subject to clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and other customary closing conditions, and is expected to close by the end of October 2010.

The Company will make an upfront \$400 million cash payment to Novartis and may be required to make future milestone payments aggregating up to \$20 million. Novartis retains the rights to Enablex for all countries outside the U.S. At the closing of the Transaction, the Company will assume full control of sales and marketing of Enablex for the U.S. market, and expects to assume manufacturing control for the U.S. within three years.

Prior to the announcement, the Company co-promoted Enablex with Novartis in the U.S. pursuant to an agreement that it assumed upon its purchase of the global branded prescription pharmaceuticals business of The Procter & Gamble Company in October 2009. Under the terms of the co-promotion agreement, the Company receives a contractual percentage of Novartis’ net sales of Enablex in the U.S. equal to approximately 44%, which it recorded on a net basis in “other revenue,” and the Company and Novartis shared development and promotion costs relating to the U.S. Enablex business. Under that agreement, the Company was also obligated to incur an agreed upon amount for advertising, promotion and selling costs each fiscal year. Following completion of the Transaction, the Company will recognize all sales of Enablex in the U.S. as revenues, as well as all expenses relating to such sales. The Company expects this Transaction will have a modestly accretive impact on the Company’s 2010 adjusted cash net income and adjusted cash net income per share following the closing.

On September 24, 2010, the Company issued a press release announcing the Transaction. The press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

On September 24, 2010, the Company announced that its subsidiaries, Warner Chilcott Company, LLC and Warner Chilcott Finance LLC, plan to issue an aggregate principal amount of \$500 million of 7 ³/₄ % senior notes due 2018 (the “**Notes**”) in a private placement (the “**Private Placement**”). The Notes are additional notes constituting a part of the same series as the \$750 million aggregate principal amount of 7 ³/₄ % senior notes due 2018 issued on August 20, 2010.

The Company intends to use the net proceeds from the Private Placement to finance its \$400 million upfront payment in connection with the Transaction and for general corporate purposes.

On September 24, 2010, the Company issued a press release announcing the Private Placement. The press release is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release issued by Warner Chilcott plc on September 24, 2010 announcing the Transaction.

99.2 Press release issued by Warner Chilcott plc on September 24, 2010 announcing the Private Placement.

Caution Concerning Forward-Looking Statements

This Current Report on Form 8-K includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the current expectations and beliefs of the management of the Company and are subject to uncertainty and changes in circumstances.

Actual results may vary materially from those expressed or implied by the statements herein based upon the regulatory review and approval process and due to changes in economic, business, competitive, technological and/or other regulatory factors, as well as other factors affecting the operation of the business of the Company. More detailed information about these factors may be found in the filings by the Company with the Securities and Exchange Commission, including its most recent annual report on Form 10-K for the year ended December 31, 2009. The Company is under no obligation, and expressly disclaims any obligation, to update or alter the forward-looking statements, whether as a result of new information, future events or otherwise.

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.

WARNER CHILCOTT PUBLIC
LIMITED COMPANY

By: /s/ Paul Herendeen

Name: Paul Herendeen

Title: Executive Vice President and Chief Financial
Officer

Date: September 24, 2010

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Warner Chilcott plc on September 24, 2010 announcing the Transaction.
99.2	Press release issued by Warner Chilcott plc on September 24, 2010 announcing the Private Placement.



NEWS RELEASE

Warner Chilcott Agrees to Terminate Existing Co-Promotion Agreement and Acquire U.S. Rights to Enablex[®] Overactive Bladder Treatment for \$400 Million in Cash

ARDEE, Ireland, September 24, 2010 – Warner Chilcott plc (NASDAQ: WCRX) today announced that it has agreed to terminate its existing co-promotion agreement with Novartis and signed a definitive agreement to purchase the U.S. rights to Enablex[®] from Novartis for \$400 million in cash. Enablex (darifenacin) is a product indicated to treat adults with symptoms of overactive bladder, which had U.S. sales of approximately \$190 million for the year ended December 31, 2009. The transaction remains subject to clearance under the Hart-Scott-Rodino Antitrust Improvements Act and other customary closing conditions, and is expected to close by the end of October 2010.

“This is an important step in expanding our presence in one of our key therapeutic segments,” said Roger Boissonneault, Warner Chilcott’s president and chief executive officer. “The acquisition of the U.S. rights to Enablex bolsters our franchise in the urology segment, provides us with greater control in promoting the product and demonstrates our ability to successfully add complementary assets to an already strong product portfolio.”

Warner Chilcott will make an upfront \$400 million cash payment to Novartis and may be required to make future milestone payments aggregating up to \$20 million. Novartis retains the rights to Enablex for all countries outside the U.S. At the closing of the transaction, Warner Chilcott will assume full control of sales and marketing of Enablex for the U.S. market, and expects to assume manufacturing control for the U.S. within three years.

Prior to this announcement, Warner Chilcott co-promoted Enablex with Novartis in the U.S. pursuant to an agreement that it assumed upon its purchase of the global branded prescription pharmaceuticals business of The Procter & Gamble Company in October 2009. Under the terms of the co-promotion agreement, Warner Chilcott and Novartis shared development and promotion costs relating to the U.S. Enablex business and Warner Chilcott received a contractual percentage of Novartis’ sales of Enablex in the U.S., which Warner Chilcott recorded on a net basis in “other revenue”. Under that agreement, Warner Chilcott was also obligated to incur an agreed upon amount for advertising, promotion and selling costs each fiscal year. Following completion of the transaction, Warner Chilcott will recognize all sales of Enablex in the U.S. as revenues, as well as all expenses relating to such sales. The Company expects this transaction will have a modestly accretive impact on the Company’s 2010 adjusted cash net income and adjusted cash net income per share following the closing.

Enblex was approved by the U.S. Food and Drug Administration in 2004 for the treatment of overactive bladder, and launched in 2005.

About Warner Chilcott

Warner Chilcott is a leading specialty pharmaceutical company currently focused on the gastroenterology, women's healthcare, dermatology and urology segments of the North American and Western European pharmaceuticals markets. The Company is fully integrated with internal resources dedicated to the development, manufacturing and promotion of its products. WCRX-F.

Forward Looking Statements

This press release contains forward-looking statements concerning our operations, our anticipated financial performance and financial condition, and our business plans and growth strategy and product development efforts. These statements constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words "may," "might," "will," "should," "estimate," "project," "plan," "anticipate," "expect," "intend," "outlook," "believe" and other similar expressions are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. These forward-looking statements are based on estimates and assumptions by our management that, although we believe to be reasonable, are inherently uncertain and subject to a number of risks and uncertainties. The following represent some, but not necessarily all, of the factors that could cause actual results to differ from historical results or those anticipated or predicted by our forward-looking statements: our substantial indebtedness, including increases in the LIBOR rates on our variable-rate indebtedness above the applicable floor amounts; competitive factors in the industry in which we operate (including the approval and introduction of generic or branded products that compete with our products); our ability to protect our intellectual property; a delay in qualifying our manufacturing facilities that produce our products or production or regulatory problems with either third party manufacturers or API suppliers upon whom we may rely for some of our products or our own manufacturing facilities; pricing pressures from reimbursement policies of private managed care organizations and other third party payors, government sponsored health systems, the continued consolidation of the distribution network through which we sell our products, including wholesale drug distributors and the growth of large retail drug store chains; the loss of key senior management or scientific staff; adverse outcomes in our outstanding litigation or an increase in the number of litigation matters to which we are subject; government regulation, including domestic and foreign health care reform, affecting the development, manufacture, marketing and sale of pharmaceutical products, including our ability and the ability of companies with whom we do business to obtain necessary regulatory approvals; our ability to manage the growth of our business by successfully identifying, developing, acquiring or licensing new products at favorable prices and marketing such new products; our ability to obtain regulatory approval and customer acceptance of new products, and continued customer acceptance of our existing products; changes in tax laws or interpretations that could increase our consolidated tax liabilities; our ability to realize the anticipated

opportunities from our acquisition of the global branded pharmaceuticals business from The Procter and Gamble Company; the other risks identified in our periodic filings including our Annual Report on Form 10-K for the year ended December 31, 2009, and from time-to-time in our other investor communications.

We caution you that the foregoing list of important factors is not exclusive. In addition, in light of these risks and uncertainties, the matters referred to in our forward-looking statements may not occur. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as may be required by law.

Company Contact:

Rochelle Fuhrmann
Investor Relations
973-442-3281
rfuhrmann@wcrx.com



NEWS RELEASE

Warner Chilcott Announces \$500 Million Senior Notes Offering in Connection with Agreement to Acquire U.S. Rights to Enablex®

ARDEE, Ireland, September 24, 2010 – Warner Chilcott plc (Nasdaq: WCRX) today announced that its subsidiaries, Warner Chilcott Company, LLC and Warner Chilcott Finance LLC (together, the “Issuers”), plan to issue an aggregate principal amount of \$500 million of 7 ³/₄ % senior notes due 2018 (the “Notes”) in a private placement. The notes are additional notes constituting a part of the same series as the \$750 million aggregate principal amount of 7 ³/₄ % senior notes due 2018 issued on August 20, 2010.

The Issuers’ obligations under the Notes will be guaranteed by Warner Chilcott plc and by its subsidiaries that guarantee obligations under Warner Chilcott’s senior secured credit facilities, subject to certain exceptions.

Warner Chilcott intends to use the net proceeds from the offering to finance its \$400 million upfront payment in connection with its pending acquisition of the U.S. rights to Enablex® from Novartis and for general corporate purposes.

The Notes have not been registered under the Securities Act of 1933, as amended. The Notes may not be offered or sold within the United States or to U.S. persons, except to “qualified institutional buyers” in reliance on the exemption from registration provided by Rule 144A and to certain persons in offshore transactions in reliance on Regulation S. This announcement does not constitute an offer to sell or the solicitation of an offer to buy Notes in any jurisdiction in which such an offer or sale would be unlawful.

About Warner Chilcott

Warner Chilcott is a leading specialty pharmaceutical company currently focused on the gastroenterology, women’s healthcare, dermatology and urology segments of the North American and Western European pharmaceuticals markets. The Company is fully integrated with internal resources dedicated to the development, manufacturing and promotion of its products. WCRX-F.

Forward Looking Statements

This press release contains forward-looking statements, including statements concerning the incurrence of new debt, as well as concerning our operations, our anticipated financial performance and financial condition, and our business plans and growth strategy and product development efforts. These statements constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words “may,” “might,” “will,” “should,” “estimate,” “project,”

“plan,” “anticipate,” “expect,” “intend,” “outlook,” “believe” and other similar expressions are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. These forward-looking statements are based on estimates and assumptions by our management that, although we believe to be reasonable, are inherently uncertain and subject to a number of risks and uncertainties. The following represent some, but not necessarily all, of the factors that could cause actual results to differ from historical results or those anticipated or predicted by our forward-looking statements: our substantial indebtedness, including increases in the LIBOR rates on our variable-rate indebtedness above the applicable floor amounts; competitive factors in the industry in which we operate (including the approval and introduction of generic or branded products that compete with our products); our ability to protect our intellectual property; a delay in qualifying our manufacturing facilities that produce our products or production or regulatory problems with either third party manufacturers or API suppliers upon whom we may rely for some of our products or our own manufacturing facilities; pricing pressures from reimbursement policies of private managed care organizations and other third party payors, government sponsored health systems, the continued consolidation of the distribution network through which we sell our products, including wholesale drug distributors and the growth of large retail drug store chains; the loss of key senior management or scientific staff; adverse outcomes in our outstanding litigation or an increase in the number of litigation matters to which we are subject; government regulation, including domestic and foreign health care reform, affecting the development, manufacture, marketing and sale of pharmaceutical products, including our ability and the ability of companies with whom we do business to obtain necessary regulatory approvals; our ability to manage the growth of our business by successfully identifying, developing, acquiring or licensing new products at favorable prices and marketing such new products; our ability to obtain regulatory approval and customer acceptance of new products, and continued customer acceptance of our existing products; changes in tax laws or interpretations that could increase our consolidated tax liabilities; our ability to realize the anticipated opportunities from our acquisition of the global branded pharmaceuticals business from The Procter and Gamble Company; the other risks identified in our periodic filings including our Annual Report on Form 10-K for the year ended December 31, 2009 and from time-to-time in our other investor communications.

We caution you that the foregoing list of important factors is not exclusive. In addition, in light of these risks and uncertainties, the matters referred to in our forward-looking statements may not occur. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as may be required by law.

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