

WARNER CHILCOTT PLC

FORM 8-K (Current report filing)

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Telephone	353 1 897 2000
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SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
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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: March 9, 2011

Date of earliest event reported: March 8, 2011

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.)

**1 Grand Canal Square
Docklands
Dublin 2, Ireland**
(Address of principal executive offices, including zip code)

+353 1 897 2000
(Registrant's telephone number, including area code)

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 8.01 Other Events**Secondary Offering**

On March 8, 2011, Warner Chilcott plc (the “Company”) issued a press release announcing a secondary offering of 25 million of its ordinary shares by certain of its selling shareholders. A copy of the Company’s press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Guidance

On March 8, 2011, the Company’s CFO, Paul Herendeen, speaking at an investor conference, made the following comments. The Company reiterates its current full year 2011 financial guidance as communicated on February 15, 2011. While the Company provides only full year guidance, it does anticipate that its 2011 total revenue and cash net income (“CNI”) will be relatively lower in the first quarter and ramp up over the course of 2011 based on the expected impact of a number of factors, including the launch of its two new products, Atelvia and Lo Loestrin Fe, during the first quarter of 2011. These product launches are expected to partially offset the expected decline in 2011 revenues resulting primarily from Actonel’s loss of exclusivity in Western Europe, which began in the fourth quarter of 2010. CNI is defined as the Company’s GAAP net income adjusted for the after-tax effects of two non-cash items: amortization (including impairments, if any) of intangible assets and amortization (including write-offs, if any) of deferred loan costs related to our debt. The Company would further note that its 2011 CNI guidance does not reflect the potential impact of the proposed refinancing of its credit facility.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

99.1 Press release issued by Warner Chilcott Public Limited Company on March 8, 2011.

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, 2010. 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: March 9, 2011

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Warner Chilcott Public Limited Company on March 8, 2011.

**NEWS RELEASE****Warner Chilcott Announces Secondary Equity Offering**

DUBLIN, Ireland, March 8, 2011 -- Warner Chilcott plc (Nasdaq: WCRX) announced today a secondary offering of 25 million of its ordinary shares by certain selling shareholders. The selling shareholders include funds affiliated with Bain Capital Partners, J.P. Morgan Partners (advised by CCMP Capital) and Thomas H. Lee Partners, L.P., and members of the Company's senior management. The offering is being conducted as a public offering pursuant to an effective shelf registration statement under the Securities Act of 1933. The Company will not receive any proceeds from the sale of the shares but will pay the expenses of the offering pursuant to an existing agreement.

Goldman, Sachs & Co., J.P. Morgan, Morgan Stanley, BofA Merrill Lynch and Credit Suisse Securities (USA) LLC are joint book-running managers for the offering. The co-managers of the offering are Citi, Deutsche Bank Securities and UBS Investment Bank.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be a sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The offering is being made by means of a prospectus supplement and the accompanying prospectus only. Copies of the prospectus supplement and accompanying prospectus can be obtained by contacting Goldman, Sachs & Co., at 200 West Street, New York, NY 10282, Attention: Prospectus Department, by telephone at 1-866-471-2526 or by emailing Prospectus-ny@ny.email.gs.com; J.P. Morgan Securities LLC, via Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Attention: J.P. Morgan Securities LLC or by telephone at (866) 803-9204, and Morgan Stanley & Co. Incorporated, at 180 Varick Street, 2nd Floor, New York, NY 10014, Attention: Prospectus Department, by telephone at 1-866-718-1649 or by emailing prospectus@morganstanley.com.

The Company

Warner Chilcott is a leading specialty pharmaceutical company currently focused on the women's healthcare, gastroenterology, dermatology and urology segments of the North American and Western European pharmaceuticals markets. The Company is a fully

integrated company 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 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 any of our manufacturing facilities that produce our products or production or regulatory problems with either our own manufacturing facilities or third party manufacturers or API suppliers upon whom we may rely for some of our products; pricing pressures from reimbursement policies of private managed care organizations and other third party payors, government sponsored health systems and the continued consolidation of the distribution network through which we sell our products; changes in tax laws or interpretations that could increase our consolidated tax liabilities; government regulation, including U.S. 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; adverse outcomes in our outstanding litigation or an increase in the number of litigation matters to which we are subject; the loss of key senior management or scientific staff; 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; our ability to realize the anticipated opportunities from the PGP Acquisition; and the other risks identified in our periodic filings including our Annual Report on Form 10-K for the year ended December 31, 2010, 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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