

# WARNER CHILCOTT LTD

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 08/21/09

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Industry	Biotechnology & Drugs
Sector	Healthcare
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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**WARNER CHILCOTT PUBLIC LIMITED COMPANY**

(Exact Name of Registrant as specified in its charter)

**Ireland**  
(State or other jurisdiction of  
incorporation or organization)

**98-0626948**  
(I.R.S. Employer  
Identification No.)

**Unit 19 Ardee Business Park**  
**Hale Street**  
**Ardee, Co. Louth, Ireland**  
**+353 41 685 6983**

(Address including zip code of Principal Executive Offices)

**Warner Chilcott Equity Incentive Plan**

(Full title of the plan)

**Izumi Hara, Esq.**  
**100 Enterprise Drive**  
**Rockaway, New Jersey 07866**  
**(973) 442-3200**

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

*Copy to:*

**Michael Kaplan**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Avenue**  
**New York, New York 10017**  
**Tel: (212) 450-4000**  
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**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary shares (par value \$0.01 per share) ("Common Stock") (2)	10,743,601	\$15.74(3)	\$169,050,562(3)	\$9,434(3)
Common Stock (4)	6,541,129	\$16.72(5)	\$109,377,587(5)	\$6,104(5)
<b>Total Common Stock</b>	<b>17,284,730</b>			

- (1) Plus an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents shares available for future awards under the Warner Chilcott Equity Incentive Plan.

- (3) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended (the “1933 Act”), solely for the purpose of computing the registration fee, based on the average of the high and low prices of the securities being registered hereby on the Nasdaq Global Market on August 20, 2009.
- (4) Represents shares issuable pursuant to outstanding options under the Warner Chilcott Equity Incentive Plan.
- (5) Calculated pursuant to Rule 457(h) under the Securities Act of 1933 based upon the weighted average exercise price of outstanding options.

### EXPLANATORY NOTES

**Registration Fee.** The Registration fee for the shares issuable pursuant to outstanding options under the Warner Chilcott Equity Incentive Plan as listed above was calculated as follows:

Title of Securities to be Registered	Amount to be Registered	Exercise Price Per Share	Aggregate Offering Price	Amount of Registration Fee
Common Stock	1,438,290	\$ 22.98	\$ 33,051,904	\$ 1,844.30
Common Stock	479,430	\$ 22.98	\$ 11,017,301	\$ 614.77
Common Stock	78,128	\$ 14.95	\$ 1,168,014	\$ 65.18
Common Stock	763,960	\$ 15.00	\$ 11,459,400	\$ 639.43
Common Stock	250	\$ 13.30	\$ 3,325	\$ 0.19
Common Stock	1,950	\$ 13.21	\$ 25,760	\$ 1.44
Common Stock	533	\$ 13.19	\$ 7,030	\$ 0.39
Common Stock	2,750	\$ 13.82	\$ 38,005	\$ 2.12
Common Stock	150	\$ 14.85	\$ 2,228	\$ 0.12
Common Stock	24,715	\$ 14.81	\$ 366,029	\$ 20.42
Common Stock	3,457	\$ 16.66	\$ 57,594	\$ 3.21
Common Stock	24,664	\$ 18.09	\$ 446,172	\$ 24.90
Common Stock	17,017	\$ 17.77	\$ 302,392	\$ 16.87
Common Stock	10,051	\$ 17.73	\$ 178,204	\$ 9.94
Common Stock	662,546	\$ 17.64	\$ 11,687,311	\$ 652.15
Common Stock	308,145	\$ 15.64	\$ 4,819,388	\$ 268.92
Common Stock	17,430	\$ 18.00	\$ 313,740	\$ 17.51
Common Stock	16,195	\$ 17.21	\$ 278,716	\$ 15.55
Common Stock	4,190	\$ 17.51	\$ 73,367	\$ 4.09
Common Stock	31,261	\$ 16.95	\$ 529,874	\$ 29.57
Common Stock	17,100	\$ 15.12	\$ 258,552	\$ 14.43
Common Stock	8,910	\$ 14.50	\$ 129,195	\$ 7.21
Common Stock	1,826,757	\$ 13.29	\$ 24,277,601	\$ 1,354.69
Common Stock	703,910	\$ 10.52	\$ 7,405,133	\$ 413.21
Common Stock	38,140	\$ 13.15	\$ 501,541	\$ 27.99
Common Stock	61,200	\$ 16.01	\$ 979,812	\$ 54.67
<b>Total Common Stock issuable upon exercise of Outstanding Options</b>	<b>6,541,129</b>		<b>\$109,377,587</b>	<b>\$ 6,104</b>

**Reorganization.** On August 20, 2009, Warner Chilcott Limited (the “Predecessor Registrant”) completed a scheme of arrangement under Bermuda law (the “Scheme of Arrangement”) that effected a transaction that resulted in the holders of Warner Chilcott Limited Class A common shares, par value \$0.01 per share, becoming holders of Warner Chilcott plc ordinary shares, par value \$0.01 per share, and the Predecessor Registrant becoming a wholly owned subsidiary of Warner Chilcott plc, a newly formed public limited company organized in, and a tax resident of, Ireland (the “Registrant” or “Company”). In connection with the Scheme of Arrangement, the Company entered into a Deed Poll of Assumption pursuant to which the Company formally adopted the Warner Chilcott Equity Incentive Plan (the “Plan”), assumed the Predecessor Registrant’s existing obligations in connection with awards granted under the Plan and amended the Plan and awards as necessary to provide for the issuance of the Company’s ordinary shares, rather than the Class A common shares of the Predecessor Registrant, upon the exercise of awards consisting of options under the Plan.

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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in Item 1 and Item 2 of Part I of the Registration Statement on Form S-8 (the “Registration Statement”) is omitted from this filing in accordance with the provisions of Rule 428 under the 1933 Act and the introductory note to Part I of the Registration Statement. The documents containing the information specified in Part I will be delivered to the participants in the plan covered by this Registration Statement as required by Rule 428(b)(1). These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the 1933 Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents filed with the Securities and Exchange Commission (the “Commission”) by the Company and/or the Predecessor Registrant, are incorporated herein by reference.

(1) The Predecessor Registrant’s Annual Report on Form 10-K, filed with the Commission on February 27, 2009, as amended on April 17, 2009.

(2) All other reports filed pursuant to Section 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the “1934 Act”), by the Predecessor Registrant or the Company since the end of the fiscal year covered by the Annual Report referred in (2) above.

(3) The description of the Company’s ordinary shares contained in its Current Report on Form 8-K filed with the Commission on August 21, 2009, pursuant to Section 12 of the 1934 Act, (including any amendment thereto or report filed for the purpose of updating such description).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 4. DESCRIPTION OF SECURITIES**

Not applicable.

**ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL**

Not applicable.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Warner Chilcott Limited and Warner Chilcott plc have entered into indemnification agreements (the “Indemnification Agreements”) with each of the directors of Warner Chilcott plc and its Secretary that provide that Warner Chilcott Limited will indemnify the indemnitee against claims related to such indemnitee’s service to

Warner Chilcott plc, and against claims related to such indemnitee's service to Warner Chilcott Limited, except (i) in respect of any claim as to which a final and non-appealable judgment is rendered against the indemnitee (x) for an accounting of profits made from the purchase or sale by such indemnitee of securities of Warner Chilcott plc, or Warner Chilcott Limited, as applicable, pursuant to the provisions of Section 16(b) of the Exchange Act or similar provision of state statutory or common law or (y) for reimbursement to Warner Chilcott plc, or Warner Chilcott Limited, as applicable, of any bonus or other incentive-based or equity-based compensation or of any profits realized by such indemnitee from the sale of securities of Warner Chilcott plc, or Warner Chilcott Limited, as applicable, as required under the Exchange Act; (ii) in certain circumstances, in respect of any action, suit or proceeding initiated by the indemnitee against Warner Chilcott plc, Warner Chilcott Limited or any of their respective subsidiaries, directors, officers, employees, agents or other indemnities; (iii) in respect of any proceeding brought by Warner Chilcott plc, Warner Chilcott Limited or any of their respective subsidiaries against such indemnitee; (iv) in respect of any claim as to which a court of competent jurisdiction has determined in a final and non-appealable judgment that indemnification is not permitted under applicable law; (v) in respect of any claim as to which the indemnitee is convicted of a crime constituting a felony under the laws of the jurisdiction where the criminal action was brought (or, where a jurisdiction does not classify any crime as a felony, a crime for which the indemnitee is sentenced to death or imprisonment for a term exceeding one year). The Indemnification Agreements provide that expense advancement is provided subject to an undertaking by the indemnitee to repay amounts advanced if it is ultimately determined that such person is not entitled to indemnification. The Indemnification Agreements further provide that prior to seeking an indemnification payment or expense advancement under the agreement, the indemnitee shall seek an indemnification payment or expense advancement under any applicable insurance policy. In the event an indemnification payment or expense advancement is not received pursuant to an insurance policy within five business days of a request of the insurer, the indemnitee shall be entitled to receive such indemnification payment or expense advancement pursuant to the terms of the Indemnification Agreements. Any appropriate person or body consisting of a member or members of the board of directors of Warner Chilcott plc or any other person or body appointed by the board of directors of Warner Chilcott plc who is not a party to the particular proceeding with respect to which the indemnitee is seeking indemnification, or an independent counsel, may preclude an indemnification payment or expense advance under the Indemnification Agreements if such person or body determines that the indemnitee is not permitted to be indemnified under applicable law. The indemnitee seeking indemnification may challenge such determination. The Indemnification Agreements provide that in the event the indemnitee receives judgment in his or her favor or the claim against the indemnitee is otherwise disposed of in a manner that allows Warner Chilcott plc to indemnify such indemnitee under its articles of association as then in effect, Warner Chilcott plc will reimburse Warner Chilcott Limited for any related indemnification payments or expense advancements.

Under Irish law, a company may not exempt its directors or Secretary from liability for negligence or a breach of duty. However, where a breach of duty has been established, directors and the Secretary may be statutorily exempted by an Irish court from personal liability for negligence or breach of duty if, among other things, the court determines that they have acted honestly and reasonably, and that they may fairly be excused as a result.

In addition, the articles of association of Warner Chilcott plc also contain an indemnity for each officer (other than the Secretary or the directors) against any expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which he or she was, is, or is threatened to be made a party, or is otherwise involved, by reason of the fact that he or she is or was an officer of Warner Chilcott plc; provided, however, that Warner Chilcott plc shall not indemnify any such person against any liability arising out of (a) any fraud or dishonesty in the performance of such person's duty to the Warner Chilcott plc, or (b) such person's conscious, intentional or wilful breach of the obligation to act honestly and in good faith with a view to the best interests of Warner Chilcott plc.

Warner Chilcott plc has taken out directors and officers liability insurance, as well as other types of insurance, for its directors and officers.

#### **ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED**

Not applicable.

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**ITEM 8. EXHIBITS**

- 4.1 Memorandum and Articles of Association of Warner Chilcott plc (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by Warner Chilcott plc on August 21, 2009).
- 5.1 Opinion of Arthur Cox.
- 10.3 Deed Poll of Assumption relating to Equity Incentive Plan, dated August 20, 2009 (incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by Warner Chilcott plc on August 21, 2009).
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Arthur Cox (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page).
- 99.1 Warner Chilcott Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Warner Chilcott plc on August 21, 2009).

**ITEM 9. REQUIRED UNDERTAKINGS**

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

(2) That, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the 1934 Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the 1933 Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Ardee, Co Louth, Ireland, on this 21<sup>st</sup> day of August, 2009.

Warner Chilcott plc

By: /s/ Roger M. Boissonneault

Name: Roger M. Boissonneault

Title: Chief Executive Officer and President

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Roger M. Boissonneault and Paul Herendeen, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the 1933 Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Roger M. Boissonneault</u> Roger M. Boissonneault	Chief Executive Officer, President and Director (Principal Executive Officer)	August 21, 2009
<u>/s/ Paul Herendeen</u> Paul Herendeen	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 21, 2009
<u>/s/ Todd M. Abbrecht</u> Todd M. Abbrecht	Director	August 21, 2009
<u>/s/ James H. Bloem</u> James H. Bloem	Director	August 21, 2009
<u>/s/ David F. Burgstahler</u> David F. Burgstahler	Director	August 21, 2009
<u>/s/ John P. Connaughton</u> John P. Connaughton	Director	August 21, 2009
<u>/s/ John A. King</u> John A. King	Director	August 21, 2009
<u>/s/ Stephen P. Murray</u> Stephen P. Murray	Director	August 21, 2009

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen G. Pagliuca</u> Stephen G. Pagliuca	Director	August 21, 2009
<u>/s/ Steven C. Rattner</u> Steven C. Rattner	Director	August 21, 2009
<u>/s/ Patrick J. O'Sullivan</u> Patrick J. O'Sullivan	Director	August 21, 2009

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## EXHIBIT INDEX

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**Opinion of Legal Counsel**

20<sup>th</sup> August 2009

To: Board of Directors  
Warner Chilcott plc  
Unit 19 Ardee Business Park  
Hale Street  
Ardee  
Co. Louth

Re: **Warner Chilcott plc Registration Statement on Form S-8 in relation to the Warner Chilcott Equity Incentive Plan.**

Dear Sirs,

1. **Basis of Opinion**

- 1.1 We are acting as Irish counsel to Warner Chilcott plc, a public company limited by shares, incorporated under the laws of Ireland, with its registered office at Unit 19 Ardee Business Park, Hale Street, Ardee, Co. Louth (the “**Company**”), in connection with the registration statement on Form S-8 (the “**Registration Statement**”) to be filed with the United States Securities and Exchange Commission (the “**SEC**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), with respect to the ordinary shares with nominal value US\$0.01 of the Company (the “**Shares**”) that may be delivered pursuant to the Warner Chilcott Equity Incentive Plan, as amended and restated (the “**Plan**”), assumed by the Company in connection with the Scheme of Arrangement under section 99 of the Companies Act 1981 of Bermuda between Warner Chilcott Limited and its Class A common shareholders sanctioned by the Supreme Court of Bermuda on 14 August 2009 (the “**Scheme of Arrangement**”), which Scheme of Arrangement involved the cancellation of all of the issued Class A common shares of Warner Chilcott Limited and the issuance to the former shareholders of Warner Chilcott Limited of Shares on a one-for-one basis.
- 1.2 This Opinion is confined to and given in all respects on the basis of the laws of Ireland (meaning Ireland exclusive of Northern Ireland) in force as at the date hereof as currently applied by the courts of Ireland. We have made no investigation of and we express no opinion as to the laws of any other jurisdiction or the effect thereof.
- 1.3 This Opinion is also strictly confined to:
- (a) the matters expressly stated herein at paragraph 2 below and is not to be read as extending by implication or otherwise to any other matter;
  - (b) the Plan Documents (as defined in the Schedule); and
  - (c) the searches listed at 1.5 below.

We express no opinion, and make no representation or warranty, as to any matter of fact or in respect of any documents which may exist in relation to the Plan other than the Plan Documents.

- 1.4 For the purpose of giving this Opinion, we have examined copies sent to us by email in pdf or other electronic format of the Plan Documents.
- 1.5 For the purpose of giving this Opinion, we have caused to be made legal searches against the Company on 20<sup>th</sup> August 2009 on the file of the Company maintained by the Irish Registrar of Companies in Dublin for returns of allotments, special resolutions amending the memorandum and articles of association of the Company and notice of the appointment of directors and secretary of the Company and for the appointment of any receiver, examiner or liquidator.
- 1.6 This Opinion is governed by and is to be construed in accordance with the laws of Ireland as interpreted by the courts of Ireland at the date hereof. This Opinion speaks only as of its date.

## 2. **Opinion**

Subject to the assumptions and qualifications set out in this Opinion and to any matters not disclosed to us, we are of the opinion that:

- 2.1 The Company is a public company limited by shares, is duly incorporated and validly existing under the laws of Ireland and has the requisite corporate authority to issue the Shares.
- 2.2 When the Shares have been issued (and, if required, paid for in cash) pursuant to and in accordance with the terms and conditions referred to or summarized in the applicable resolutions and the Plans, the Shares will be validly issued, fully paid up and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

## 3. **Assumptions**

For the purpose of giving this Opinion, we assume the following without any responsibility on our part if any assumption proves to have been untrue as we have not verified independently any assumption:

*The Scheme of Arrangement, the Registration Statement and the Plan*

- 3.1 that the Scheme of Arrangement has been duly authorised by all necessary actions under all applicable laws other than Irish law;
- 3.2 that when filed with the SEC, the Registration Statement will not differ in any material respect from the drafts that we have examined;
- 3.3 that any awards granted pursuant to the Plan will be paid up in consideration of the receipt by the Company prior to, or simultaneously with, the issue of the Shares pursuant thereto of cash at least equal to the nominal value of such Shares and that where Shares are issued under the Plan without the requirement for the payment of cash consideration by or on behalf of the relevant beneficiary, then such shares shall either be fully paid up by the Company or one of its subsidiaries within the time permitted by Section 29(1) of the Companies (Amendment) Act 1983 (and, in the case of the Company or a subsidiary incorporated in Ireland, in a manner permitted by section 60(12) of the Companies Act 1963 (as amended)) or issued for consideration as set out in Section 30(2) of the Companies (Amendment) Act 1983;
- 3.4 that the filing of the Registration Statement with the SEC has been authorised by all necessary actions under all applicable laws other than Irish law;
- 3.5 that the exercise of any options granted under the Plan and the issue of the Shares upon exercise of such options (and the issue of the Shares in connection with any other awards granted under the Plan) will be conducted in accordance with the terms and the procedures described in the Plan and the applicable Option Agreement (as defined in the Plan) or Award Agreement (as defined in the Plan), respectively;

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- 3.6 that the Company has sufficient share capital to issue the required number of Shares to be delivered to recipients of any awards granted under the Plan;

*Authenticity and bona fides*

- 3.7 the completeness and authenticity of all documents submitted to us as originals or copies of originals and (in the case of copies) conformity to the originals of copy documents and the genuineness of all signatories, stamps and seals thereon;
- 3.8 where incomplete Plan Documents have been submitted to us or signature pages only have been supplied to us for the purposes of issuing this Opinion, that the originals of such Plan Documents correspond in all respects with the last draft of the complete Plan Documents submitted to us;
- 3.9 that the Plan Documents will be executed in a form and content having no material difference to the drafts provided to us, will be delivered by the parties thereto, and that the terms thereof will be observed and performed by the parties thereto;
- 3.10 that the copies produced to us of minutes of meetings and/or of resolutions correctly record the proceedings at such meetings and/or the subject matter which they purport to record and that any meetings referred to in such copies were duly convened, duly quorate and held, that those present at any such meetings were entitled to attend and vote at the meeting and acted bona fide throughout and that no further resolutions have been passed or other action taken which would or might alter the effectiveness thereof;
- 3.11 that the Memorandum and Articles of Association of the Company adopted by shareholder's resolution of the Company dated 11<sup>th</sup> August 2009 are the current Memorandum and Articles of Association of the Company, are up to date and have not been amended or superseded and that there are no other terms governing the Shares other than the those set out in the Memorandum and Articles of Association of the Company;

*Accuracy of searches and warranties*

- 3.12 the accuracy and completeness of the information disclosed in the searches referred to in paragraph 1.5 above and that such information has not since the time of such search or enquiry been altered. It should be noted that searches at the Companies Registration Office, Dublin, do not necessarily reveal whether or not a prior charge has been created or a resolution has been passed or a petition presented or any other action taken for the winding-up of or the appointment of a receiver or an examiner to the Company;
- 3.13 the truth, completeness and accuracy of all representations and statements as to factual matters contained in the Plan Documents;

*Commercial Benefit*

- 3.14 that the Plan Documents have been entered into for bona fide commercial purposes, on arm's length terms and for the benefit of each party thereto and are in those parties' respective commercial interest and for their respective corporate benefit.

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4. **Disclosure**

This Opinion is addressed to you in connection with the registration of the Shares with the SEC. We hereby consent to the inclusion of this Opinion as an exhibit to the Registration Statement to be filed with the SEC. In giving this consent, we do not thereby admit that we are in a category of person whose consent is required under Section 7 of the Securities Act.

Yours faithfully,

/s/ Arthur Cox

ARTHUR COX

**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2009 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Warner Chilcott Limited's Annual Report on Form 10-K for the year ended December 31, 2008.

/s/ P RICEWATERHOUSE C OOPERS LLP

PricewaterhouseCoopers LLP  
Florham Park, NJ

August 21, 2009