

Warner Chilcott Ltd
Form 8-K
February 19, 2015

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 (Date of earliest event reported): February 19, 2015

| Commission File Number | Exact name of registrant as specified in its charter, <u>principal office and address and telephone number</u> | State of incorporation <u>or organization</u> | I.R.S. Employer <u>Identification No.</u> |
|-----------------------------------|---|---|---|
| 000-55075 | Actavis plc 1 Grand Canal Square, Docklands Dublin 2, Ireland (862) 261-7000 | Ireland | 98-1114402 |
| 333-199019 | Warner Chilcott Limited | Bermuda | 98-0496358 |

Cannon s Court 22

Victoria Street

Hamilton HM 12

Bermuda

(441) 295-2244

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 (*see* General Instruction A.2. below):

- “ 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))

Item 7.01. Other Events.

On February 19, 2015, Actavis plc issued a press release announcing the commencement of concurrent offerings of Ordinary Shares and Mandatory Convertible Preferred Shares, Series A, each in separate registered public offerings.

Warner Chilcott Limited is a consolidated subsidiary of Actavis plc.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act of 1934, as amended (the Exchange Act), or as otherwise subject to liability of that section, nor shall such information be deemed to be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | Description of Exhibit |
|---------|------------------------|
|---------|------------------------|

| | |
|--------------|---|
| Exhibit 99.1 | Press Release issued by Actavis plc on February 19, 2015. |
|--------------|---|

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.

Date: February 19, 2015

ACTAVIS PLC

By: /s/ A. Robert D. Bailey
Name: A. Robert D. Bailey
Title: Chief Legal Officer and Corporate Secretary

Warner Chilcott Limited

By: /s/ A. Robert D. Bailey
Name: A. Robert D. Bailey
Title: Corporate Secretary

Exhibit Index

| Exhibit | Description of Exhibit |
|---------------|---|
| Exhibit 99.1* | Press Release issued by Actavis plc on February 19, 2015. |

* Exhibits filed herewith