

PERRIGO Co plc
Form SC TO-T/A
September 21, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 1)

Perrigo Company plc
(Name of Subject Company (Issuer))

Mylan N.V.
(Offeror)

(Names of Filing Persons)

Ordinary Shares, 0.001 par value
(Title of Class of Securities)

G97822103
(Cusip Number of Class of Securities)

Joseph F. Haggerty

Corporate Secretary

Mylan N.V.

c/o Mylan Inc.

1000 Mylan Boulevard

Canonsburg, Pennsylvania 15317

Tel: (724) 514-1800

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

Bradley L. Wideman, Esq.
Vice President, Associate General Counsel,
Securities and Assistant Secretary

Mylan N.V.

c/o Mylan Inc.

1000 Mylan Boulevard

Canonsburg, Pennsylvania 15317

(724) 514-1800

Scott A. Barshay, Esq.

Mark I. Greene, Esq.

Thomas E. Dunn, Esq.

Aaron M. Gruber, Esq.

Cravath, Swaine & Moore LLP

825 Eighth Avenue

New York, New York 10019

(212) 474-1000

- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,944,343.96
Form or Registration No.: Form S-4

Filing Party: Mylan N.V.
Date Filed: May 5, 2015

Amount Previously Paid: \$16,335.00
Form or Registration No.: Form S-4/A

Filing Party: Mylan N.V.
Date Filed: September 9, 2015

Amount Previously Paid: \$1,120,415.70
Form or Registration No.: Schedule TO

Filing Party: Mylan N.V.
Date Filed: September 14, 2015

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- x third-party tender offer subject to Rule 14d-1.
- .. issuer tender offer subject to Rule 13e-4.
- .. going-private transaction subject to Rule 13e-3.
- .. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- .. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 14, 2015 (together with any amendments and supplements thereto, the Schedule TO), by Mylan N.V., a public limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands (Mylan). The Schedule TO relates to the offering by Mylan to exchange each of the issued and outstanding shares, par value 0.001 per ordinary share (Perrigo ordinary shares), of Perrigo Company plc, a public limited company incorporated under the laws of Ireland (Perrigo), for (i) \$75.00 in cash, without interest and less any required withholding taxes, and (ii) 2.3 ordinary shares, nominal value 0.01 per share, of Mylan (Mylan ordinary shares), upon the terms and subject to the conditions set forth in the prospectus/offer to exchange dated September 14, 2015 (the Prospectus/Offer to Exchange) and the related letter of transmittal (the Letter of Transmittal) (the offer reflected by such terms and conditions, as they may be amended or supplemented from time to time, constitutes the Offer). Capitalized terms used and not defined herein have the meanings ascribed to them in the Prospectus/Offer to Exchange.

On May 5, 2015, Mylan filed a registration statement on Form S-4 with respect to the offer. On September 9, 2015, Mylan filed Amendment No. 5 to such registration statement. The form of the Prospectus/Offer to Exchange formed a part of such registration statement.

Item 11.

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

On September 19, 2015, Stichting Preferred Shares Mylan, an independent foundation (*stichting*) incorporated under the laws of the Netherlands (the Foundation), requested cancellation of the preferred Mylan shares issued to the Foundation on July 23, 2015. Cancellation of the preferred shares requires Mylan shareholder approval and the Mylan Board will announce the meeting of Mylan shareholders to approve the cancellation of the preferred Mylan shares in due course. Mylan s Current Report on Form 8-K and Rule 425 filing dated September 21, 2015, is included as Exhibit (a)(5)(H) to the Schedule TO and incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit thereto:

- (a)(5)(H) Mylan s Current Report on Form 8-K and Rule 425 filing dated September 21, 2015 (incorporated by reference to Mylan s Current Report on Form 8-K and Rule 425 filing dated September 21, 2015, filed with the SEC on September 21, 2015).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to the Schedule TO is true, complete and correct.

Dated: September 21, 2015

MYLAN N.V.,

by /s/ John D. Sheehan

Name: John D. Sheehan

Title: Executive Vice President and Chief

Financial Officer

EXHIBIT INDEX

**Exhibit
Number**

Description of Exhibit

(a)(5)(H) Mylan's Current Report on Form 8-K and Rule 425 filing dated September 21, 2015 (incorporated by reference to Mylan's Current Report on Form 8-K and Rule 425 filing dated September 21, 2015, filed with the SEC on September 21, 2015).