

PERRIGO Co plc
Form POS EX
December 18, 2013

As filed with the Securities and Exchange Commission on December 18, 2013

Registration No. 333-190859

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PERRIGO COMPANY PLC
(Exact Name of Registrant as Specified in Its Charter)

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| | | |
|---|--|---|
| Ireland (State or Other Jurisdiction of Incorporation or Organization) | 2834 (Primary Standard Industrial Classification Code Number) | Not Applicable (I.R.S. Employer Identification Number) |
|---|--|---|

33 Sir John Rogerson's Quay

Dublin 2, Ireland

+353 1 6040031

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Judy Brown

Executive Vice President and Chief Financial Officer

Perrigo Company plc

Harcourt Street

3rd Floor, Europa House

The Harcourt Centre

Dublin 2, Ireland

+353 1 6040031

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

With copies to:

| | | | | |
|------------------------------------|----------------------------------|-------------------------------------|---------------------------------|-------------------------------------|
| Matthew G. Hurd | Todd W. Kingma | John Given | William F. Daniel | Christopher T. Cox |
| Krishna Veeraraghavan | Executive Vice President, | Executive Vice President and | Executive Vice President | Gregory P. Patti, Jr. |
| Sullivan & Cromwell LLP | General Counsel and | General Counsel | and Company Secretary | Cadwalader, Wickersham & |
| 125 Broad Street | Secretary | Elan Corporation, plc | Elan Corporation, plc | Taft LLP |
| | | Treasury Building | | |

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| | | | | |
|--------------------------|-------------------------|--------------------------|--------------------------|----------------------------|
| New York, New York 10004 | Perrigo Company | Lower Grand Canal Street | Treasury Building | One World Financial Center |
| U.S.A. | 515 Eastern Avenue | Dublin 2, Ireland | Lower Grand Canal Street | New York, New York 10281 |
| +1 (212) 558-4000 | Allegan, Michigan 49010 | +353-1-709-4000 | Dublin 2, Ireland | U.S.A. |
| | U.S.A. | | +353-1-709-4000 | +1 (212) 504-6000 |
| | +1 (269) 673-8451 | | | |

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger and the acquisition described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

EXPLANATORY NOTE

This post-effective Amendment No. 1 to Perrigo Company plc's (formerly known as Perrigo Company Limited and, prior thereto, Blisfont Limited) Registration Statement on Form S-4 (Registration No. 333-190859), originally filed with the Securities and Exchange Commission on August 28, 2013 (as amended by Amendment No. 1, filed on September 13, 2013, Amendment No. 2, filed on September 26, 2013, Amendment No. 3, filed on October 1, 2013, and Amendment No. 4, filed on October 8, 2013) (as so amended, the Registration Statement), is being filed for the sole purpose of replacing Exhibit 5.1: Form of opinion of Dillon Eustace, previously filed with the Registration Statement, and Exhibit 8.1: Form of opinion of Fischer Behar Chen Well Orion & Co., previously filed with the Registration Statement, with final executed versions of Exhibit 5.1 and Exhibit 8.1, filed herewith. The Registration Statement is hereby amended, as appropriate, to reflect the replacement of such exhibits. This post-effective Amendment No. 1 to the Registration Statement became effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

Item 21. Exhibits and Financial Statement Schedules

(a) The exhibits listed below in the Exhibit Index are filed as part of, or are incorporated by reference in, this joint proxy/registration statement.

| Exhibit Number | Exhibit Description |
|----------------|---|
| 2.1* | Transaction Agreement, dated as of July 28, 2013, between Elan Corporation, plc, Perrigo Company, Leopard Company, Habsont Limited and Perrigo Company plc (formerly known as Perrigo Company Limited and, prior to that, Blisfont Limited) (included as <u>Annex A</u> to the joint proxy statement/prospectus that is a part of this registration statement) |
| 2.2* | Appendix I to Rule 2.5 Announcement (Conditions of the Acquisition and the Scheme) (included as <u>Annex B</u> to the joint proxy statement/prospectus that is a part of this registration statement) |
| 2.3* | Expenses Reimbursement Agreement, dated as of July 28, 2013, between Elan Corporation, plc and Perrigo Company (included as <u>Annex C</u> to this joint proxy statement/prospectus that is a part of this registration statement) |
| 3.1* | Form of Memorandum and Articles of Association of Perrigo Company plc (formerly known as Perrigo Company Limited and, prior to that, Blisfont Limited) (included as <u>Annex D</u> to the joint proxy statement/prospectus that is a part of this registration statement) |
| 5.1 | Opinion of Dillon Eustace as to the validity of the New Perrigo ordinary shares |
| 8.1 | Opinion of Fischer Behar Chen Well Orion & Co, relating to tax matters |
| 10.1* | Debt Bridge Credit Agreement, dated as of July 28, 2013, by and among Perrigo Company plc (formerly known as Perrigo Company Limited and, prior to that, Blisfont Limited), the lenders from time to time party thereto, Barclays Bank PLC, as Administrative Agent, and HSBC Bank USA, N.A., as Syndication Agent (incorporated by reference to Exhibit 10.1 to Perrigo's Current Report on Form 8-K filed on July 29, 2013) |
| 10.2* | Cash Bridge Credit Agreement, dated as of July 28, 2013, by and among Perrigo Company plc (formerly known as Perrigo Company Limited and, prior to that, Blisfont Limited), the lenders from time to time party thereto, Barclays Bank PLC, as Administrative Agent, and HSBC Bank USA, N.A., as Syndication Agent (incorporated by reference to Exhibit 10.2 to Perrigo's Current Report on Form 8-K filed on July 29, 2013) |
| 10.3* | Term Loan Credit Agreement, dated as of September 6, 2013, by and among Perrigo Company plc (formerly known as Perrigo Company Limited and, prior to that, Blisfont Limited), the lenders from time to time party thereto, Barclays Bank PLC, as Administrative Agent, and HSBC Bank USA, N.A., as Syndication Agent |
| 10.4* | Revolving Credit Agreement, dated as of September 6, 2013, by and among Perrigo Company plc (formerly known as Perrigo Company Limited and, prior to that, Blisfont Limited), the lenders from time to time party thereto, Barclays Bank PLC, as Administrative Agent, and HSBC Bank USA, N.A., as Syndication Agent |
| 21.1* | Subsidiaries of Perrigo Company plc (formerly known as Perrigo Company Limited and, prior to that, Blisfont Limited) |
| 23.1 | Consent of Dillon Eustace (included in Exhibit 5.1) |
| 23.2 | Consent of Fischer Behar Chen Well Orion & Co (included in Exhibit 8.1) |
| 23.3* | Consent of Ernst & Young LLP, independent registered public accounting firm for Perrigo Company |
| 23.4* | Consent of KPMG, independent registered public accounting firm for Elan Corporation, plc |
| 24.1* | Powers of Attorney |

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|-----------------------|--|
| 99.1* | Consent of Barclays Capital Inc. |
| 99.2* | Consent of Citigroup Global Markets Limited |
| 99.3* | Consent of Morgan Stanley & Co. International plc |
| 99.4* | List of Relevant Territories for DWT Purposes (included as <u>Annex I</u> to the joint proxy statement/prospectus that is a part of this registration statement) |
| 99.5* | Form of Proxy Card for Perrigo Special Meeting |
| 99.6* | Forms of Proxy Cards, Voting Instructions Cards and Depositary Notice for Court Meeting and EGM |

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this post-effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Allegan, State of Michigan, on December 18, 2013.

PERRIGO COMPANY PLC

By: /s/ Judy L. Brown
Judy L. Brown
Executive Vice President and

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective Amendment No. 1 to the registration statement has been signed by the following persons in the capacities indicated below on December 18, 2013.

| Signature | Title |
|------------------------|---|
| /s/ Joseph C. Papa | President and Chief Executive Officer |
| Joseph C. Papa | (Principal Executive Officer and Chairman of the Board) |
| /s/ Judy L. Brown | Executive Vice President and Chief Financial Officer (Principal Accounting and Financial Officer, Authorized Representative in the United States) |
| Judy L. Brown | |
| /s/ Laurie Brlas | Director |
| Laurie Brlas | |
| /s/ Gary M. Cohen | Director |
| Gary M. Cohen | |
| /s/ Jacquelyn A. Fouse | Director |
| Jacquelyn A. Fouse | |
| /s/ David T. Gibbons | Director |
| David T. Gibbons | |
| /s/ Ran Gottfried | Director |
| Ran Gottfried | |
| /s/ Ellen R. Hoffing | Director |
| Ellen R. Hoffing | |

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| | |
|--------------------------|----------|
| /s/ Michael J. Jandernoa | Director |
| Michael J. Jandernoa | |
| /s/ Gary K. Kunkle, Jr. | Director |
| Gary K. Kunkle, Jr. | |
| /s/ Herman Morris, Jr. | Director |
| Herman Morris, Jr. | |
| /s/ Ben-Zion Zilberfarb | Director |
| Ben-Zion Zilberfarb | |

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