

Allergan plc
Form 10-Q/A
May 25, 2018

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

Form 10-Q/A
(Amendment No. 1 to Form 10-Q)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission	Exact name of registrant as specified in its charter,	State of incorporation	I.R.S. Employer
File Number 001-36867	principal office and address and telephone number Allergan plc	or organization Ireland	Identification No. 98-1114402

Clonshaugh Business and Technology Park

Coolock, Dublin, D17 E400, Ireland

(862) 261-7000

001-36887

Warner Chilcott Limited

Bermuda

98-0496358

Canon s Court

22 Victoria Street

Hamilton HM 12

Bermuda

(441) 295-2244

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Allergan plc	YES	NO
Warner Chilcott Limited	YES	NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Allergan plc	YES	NO
Warner Chilcott Limited	YES	NO

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

Allergan plc	Large accelerated filer	Accelerated filer
	Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
	Emerging growth company	
Warner Chilcott Limited	Large accelerated filer	Accelerated filer
	Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
	Emerging growth company	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition

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period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Allergan plc	YES	NO
Warner Chilcott Limited	YES	NO

Number of shares of Allergan plc's Ordinary Shares outstanding on April 27, 2018: 339,063,627. There is no trading market for securities of Warner Chilcott Limited, all of which are indirectly wholly owned by Allergan plc.

This Quarterly Report on Form 10-Q is a combined report being filed separately by two different registrants: Allergan plc and Warner Chilcott Limited. Warner Chilcott Limited is an indirect wholly-owned subsidiary of Allergan plc. The information in this Quarterly Report on Form 10-Q is equally applicable to Allergan plc and Warner Chilcott Limited, except where otherwise indicated. Warner Chilcott Limited meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and, to the extent applicable, is therefore filing this form with a reduced disclosure format.

Explanatory Note

This Amendment No. 1 to Form 10-Q (this Amendment) amends the Quarterly Report on Form 10-Q of Allergan plc and Warner Chilcott Limited for the quarterly period ended March 31, 2018, originally filed with the Securities and Exchange Commission (the SEC) on May 3, 2018 (the Original Form 10-Q). Allergan plc and Warner Chilcott Limited file this Amendment solely for the purpose of filing Exhibit 10.2, the material terms of which were described on a Current Report on Form 8-K filed by Allergan plc on February 5, 2018, and which was inadvertently omitted from the Original Form 10-Q. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment restates in its entirety Part II, Item 6 and contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are filed herewith.

Other than adding Exhibit 10.2, no other changes have been made to the Original Form 10-Q. This Amendment does not reflect events that may have occurred subsequent to the filing date of the Original Form 10-Q, and does not modify or update in any way any other disclosure made in the Original Form 10-Q.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit	Description
10.1#**	<u>Separation Agreement by and between Robert A. Stewart and Allergan, Inc. dated as of March 8, 2018.</u>
10.2#*	<u>Offer Letter from Allergan plc to Matthew M. Walsh, dated January 30, 2018.</u>
31.1*	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14a of the Securities Exchange Act of 1934.</u>
31.2*	<u>Certification of Chief Financial Officer pursuant to Rule 13a-14a of the Securities Exchange Act of 1934.</u>
101.INS**	XBRL Instance Document.
101.SCH**	XBRL Taxonomy Extension Scheme Document.
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF**	XBRL Taxonomy Extension Label Definition Document.
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document.

Indicates a management contract or compensatory plan or arrangement.

* Filed herewith.

** Filed as an exhibit to the Original Form 10-Q.

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, thereunto duly authorized, on May 25, 2018.

ALLERGAN PLC

WARNER CHILCOTT LIMITED

By: /s/ Matthew M. Walsh
Name: **Matthew M. Walsh**
Title: **Chief Financial Officer**

(Principal Financial Officer)

By: /s/ James C. D. Arecca
Name: **James C. D. Arecca**
Title: **Chief Accounting Officer**

(Principal Accounting Officer)