Allergan plc
Form 10-Q
November 06, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2015

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission File Number	Exact name of registrant as specified in its charter, principal office and address and telephone number	State of incorporation or organization	I.R.S. Employer Identification No.
001-36867	Allergan plc Clonshaugh Business and Technology Park Coolock, Dublin, D17 E400, Ireland (862) 261-7000	Ireland	98-1114402
001-36887	Warner Chilcott Limited Cannon’s Court 22 Victoria Street	Bermuda	98-0496358

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	x	NO	¨
Warner Chilcott Limited	YES	x	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	x	NO	¨
Warner Chilcott Limited	YES	x	NO	¨

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):

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

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

Allergan plc	YES	¨	NO	x
Warner Chilcott Limited	YES	¨	NO	x

Number of shares of Allergan plc’s Ordinary Shares outstanding on October 29, 2015: 394,124,530. 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.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS
ALLERGAN PLC

CONSOLIDATED BALANCE SHEETS

(Unaudited; in millions, except par value)

	September 30, 2015	December 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	$2,063.9	$ 250.0
Marketable securities	7.0	1.0
Accounts receivable, net	2,143.2	1,107.9
Inventories	1,285.4	976.7
Prepaid expenses and other current assets	748.6	478.8
Current assets held for sale	3,802.1	3,819.2
Deferred tax assets	6,608.5	477.0
Total current assets	16,658.7	7,110.6
Property, plant and equipment, net	1,569.9	283.4
Investments and other assets	498.3	153.3
Non current assets held for sale	10,573.7	8,213.8
Deferred tax assets	67.2	34.7
Product rights and other intangibles	67,133.4	16,096.6
Goodwill	46,315.1	20,865.6
Total assets	$142,816.3	$ 52,758.0
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$4,513.5	$ 2,995.7
Income taxes payable	84.7	33.9
Current portion of long-term debt and capital leases	2,035.4	693.4
Deferred revenue	32.9	17.8
Current liabilities held for sale	1,449.5	1,465.7
Deferred tax liabilities	17.0	41.0
Total current liabilities	8,133.0	5,247.5
Long-term debt and capital leases	40,648.1	14,837.7
Deferred revenue	26.8	26.3
Other long-term liabilities	1,135.1	227.0
Long-term liabilities held for sale	639.9	540.7
Other taxes payable	760.8	789.5
Deferred tax liabilities	13,992.5	2,753.8
Total liabilities	65,336.2	24,422.5

Commitments and contingencies		
Equity:		
Preferred shares, $0.0001 par value per share, 5.1 million shares authorized, 5.1 million and zero shares issued and outstanding, respectively	4,929.7	-
Ordinary shares; $0.0001 par value per share; 1,000.0 million shares authorized, 394.0 million and 265.9 million shares issued and outstanding, respectively	-	-
Additional paid-in capital	68,241.4	28,994.7
Retained Earnings / (accumulated deficit)	4,347.9	(198.2)
Accumulated other comprehensive (loss)	(45.3)	(465.4)
Total shareholders' equity	77,473.7	28,331.1
Noncontrolling interest	6.4	4.4
Total equity	77,480.1	28,335.5
Total liabilities and equity	$142,816.3	$ 52,758.0

See accompanying Notes to Consolidated Financial Statements.

ALLERGAN PLC

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited; in millions, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net revenues	$4,088.9	$2,150.8	$10,873.5	$4,323.3
Operating expenses:				
Cost of sales (excludes amortization and impairment of acquired intangibles including product rights)	1,242.9	1,183.1	3,699.9	2,371.4
Research and development	1,260.5	276.6	1,927.9	368.6
Selling and marketing	721.8	540.2	2,130.4	799.3
General and administrative	351.4	422.9	1,222.7	740.4
Amortization	1,560.2	705.0	3,866.1	1,192.2
In-process research and development impairments	300.0	305.0	497.6	320.0
Asset sales and impairments, net	(4.4)	-	3.1	(5.3)
Total operating expenses	5,432.4	3,432.8	13,347.7	5,786.6
Operating (loss)	(1,343.5)	(1,282.0)	(2,474.2)	(1,463.3)
Interest income	3.8	1.6	8.2	3.8
Interest expense	(340.2)	(132.1)	(852.0)	(284.0)
Other (expense) income, net	0.2	29.4	(238.1)	15.3
Total other income (expense), net	(336.2)	(101.1)	(1,081.9)	(264.9)
(Loss) before income taxes and noncontrolling interest	(1,679.7)	(1,383.1)	(3,556.1)	(1,728.2)
(Benefit) for income taxes	(824.9)	(221.0)	(1,456.9)	(306.6)
Net (loss) from continuing operations, net of tax	(854.8)	(1,162.1)	(2,099.2)	(1,421.6)
Income from discontinued operations, net of tax	6,157.4	119.3	6,647.9	524.3
Net income / (loss)	5,302.6	(1,042.8)	4,548.7	(897.3)
(Income) attributable to noncontrolling interest	(1.4)	-	(2.6)	(0.3)
Net income / (loss) attributable to shareholders	5,301.2	(1,042.8)	4,546.1	(897.6)
Dividends on preferred shares	69.6	-	162.4	-
Net income / (loss) attributable to ordinary shareholders	$5,231.6	$(1,042.8)	$4,383.7	$(897.6)
Income / (loss) per share attributable to ordinary shareholders - basic:				
Continuing operations	$(2.35)	$(4.40)	$(6.31)	$(6.96)
Discontinued operations	15.64	0.45	18.52	2.57
Net income / (loss) per share - basic	$13.29	$(3.95)	$12.21	$(4.39)
Income / (loss) per share attributable to ordinary shareholders - diluted:				
Continuing operations	$(2.35)	$(4.40)	$(6.31)	$(6.96)
Discontinued operations	15.64	0.45	18.52	2.57

Net income / (loss) per share - diluted	$13.29	$(3.95)	$12.21	$(4.39)
Weighted average shares outstanding:				
Basic	393.6	264.3	358.9	204.4
Diluted	393.6	264.3	358.9	204.4

See accompanying Notes to Consolidated Financial Statements.

ALLERGAN PLC

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME / (LOSS)

(Unaudited; in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income / (loss)	$5,302.6	$(1,042.8)	$4,548.7	$(897.3)
Other comprehensive (loss) / income				
Foreign currency translation (losses) / gains	(42.4)	(308.3)	409.0	(309.2)
Unrealized gains / (losses), net of tax	7.5	(2.3)	11.1	(1.6)
Reclassification for gains included in net income, net of tax	-	-	-	-
Total other comprehensive (loss) / income, net of tax	(34.9)	(310.6)	420.1	(310.8)
Comprehensive income / (loss)	5,267.7	(1,353.4)	4,968.8	(1,208.1)
Comprehensive (income) attributable to noncontrolling interest	(1.4)	-	(2.6)	(0.3)
Comprehensive income / (loss) attributable to ordinary shareholders	$5,266.3	$(1,353.4)	$4,966.2	$(1,208.4)

See accompanying Notes to Consolidated Financial Statements.

ALLERGAN PLC

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited; in millions)

	Nine Months Ended September 30,	
	2015	2014
Cash Flows From Operating Activities:		
Net income / (loss)	$4,548.7	$(897.3)
Reconciliation to net cash provided by operating activities:		
Depreciation	183.9	169.7
Amortization	4,192.8	1,720.7
Provision for inventory reserve	108.6	110.2
Share-based compensation	510.5	259.4
Deferred income tax benefit	(7,470.9)	(412.5)
In-process research and development impairments	497.6	321.3
Loss / (gain) on asset sales and impairments, net	57.2	34.2
Amortization of inventory step-up	1,019.8	703.3
Amortization of deferred financing costs	289.2	34.4
Accretion and contingent consideration	89.2	(24.2)
Excess tax benefit from stock-based compensation	(54.0)	(22.7)
Non-cash impact of debt extinguishment	-	(91.7)
Other, net	54.9	(19.1)
Changes in assets and liabilities (net of effects of acquisitions):		
Decrease / (increase) in accounts receivable, net	(364.0)	(365.6)
Decrease / (increase) in inventories	(270.1)	(266.7)
Decrease / (increase) in prepaid expenses and other current assets	(3.3)	69.3
Increase / (decrease) in accounts payable and accrued expenses	(290.6)	292.3
Increase / (decrease) in income and other taxes payable	(103.4)	(152.1)
Increase / (decrease) in other assets and liabilities	(21.6)	(31.5)
Net cash provided by operating activities	2,974.5	1,431.4
Cash Flows From Investing Activities:		
Additions to property, plant and equipment	(350.7)	(174.1)
Additions to product rights and other intangibles	(91.1)	(0.1)
Additions to investments	(27.0)	-
Proceeds from sale of investments and other assets	855.8	452.7
Proceeds from sales of property, plant and equipment	133.6	12.0
Acquisitions of businesses, net of cash acquired	(35,242.7)	(4,922.6)
Net cash (used in) investing activities	(34,722.1)	(4,632.1)
Cash Flows From Financing Activities:		
Proceeds from borrowings of long-term indebtedness	26,456.4	8,076.2
Proceeds from borrowings on credit facility and other	2,882.0	80.0
Debt issuance and other financing costs	(310.8)	(58.2)
Payments on debt, including capital lease obligations	(4,326.7)	(4,875.5)
Proceeds from issuance of preferred shares	4,929.7	-

Proceeds from issuance of ordinary shares	4,071.1	-
Proceeds from stock plans	195.8	43.3
Payments of contingent consideration	(138.3)	(12.6)
Repurchase of ordinary shares	(108.2)	(99.7)
Dividends	(138.4)	-
Excess tax benefit from stock-based compensation	54.0	22.7
Net cash provided by financing activities	33,566.6	3,176.2
Effect of currency exchange rate changes on cash and cash equivalents	(5.1)	(2.1)
Movement in cash held for sale	-	37.0
Net increase in cash and cash equivalents	1,813.9	10.4
Cash and cash equivalents at beginning of period	250.0	329.0
Cash and cash equivalents at end of period	$2,063.9	$339.4
Schedule of Non-Cash Investing and Financing Activities:		
Non-cash equity issuance for the Acquisition of Allergan net assets	$34,687.2	$-
Non-cash equity issuance for the Acquisition of Forest net assets	$-	$20,590.5

See accompanying Notes to Consolidated Financial Statements.

WARNER CHILCOTT LIMITED

CONSOLIDATED BALANCE SHEETS

(Unaudited; in millions)

	September 30, 2015	December 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,045.7	$ 244.3
Marketable securities	7.0	1.0
Accounts receivable, net	2,143.2	1,107.2
Receivable from Parents	323.9	269.8
Inventories	1,285.4	976.7
Prepaid expenses and other current assets	745.8	475.9
Current assets held for sale	3,802.1	3,819.2
Deferred tax assets	6,608.5	477.0
Total current assets	16,961.6	7,371.1
Property, plant and equipment, net	1,569.9	282.5
Investments and other assets	498.3	153.3
Non current assets held for sale	10,573.7	8,213.8
Deferred tax assets	67.2	34.7
Product rights and other intangibles	67,133.4	16,096.6
Goodwill	46,315.1	20,865.6
Total assets	$ 143,119.2	$ 53,017.6
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 4,477.3	$ 2,992.6
Payables to Parents	1,212.0	521.1
Income taxes payable	84.7	33.9
Current portion of long-term debt and capital leases	2,035.4	693.4
Deferred revenue	32.9	17.8
Current liabilities held for sale	1,449.5	1,465.7
Deferred tax liabilities	17.0	41.0
Total current liabilities	9,308.8	5,765.5
Long-term debt and capital leases	40,648.1	14,837.7
Deferred revenue	26.8	26.3
Other long-term liabilities	1,135.1	227.1
Long-term liabilities held for sale	639.9	540.7
Other taxes payable	760.8	789.5
Deferred tax liabilities	13,992.5	2,753.8
Total liabilities	66,512.0	24,940.6
Commitments and contingencies		
Equity:		
Member's capital	73,004.8	29,455.9
Retained Earnings / (accumulated deficit)	3,641.3	(917.9)

Accumulated other comprehensive (loss)	(45.3)	(465.4)
Total members' equity	76,600.8	28,072.6
Noncontrolling interest	6.4	4.4
Total equity	76,607.2	28,077.0
Total liabilities and equity	$ 143,119.2	$ 53,017.6

See accompanying Notes to Consolidated Financial Statements.

WARNER CHILCOTT LIMITED

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited; in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net revenues	$4,088.9	$2,150.8	$10,873.5	$4,323.3
Operating expenses:				
Cost of sales (excludes amortization and impairment of acquired intangibles including product rights)	1,242.9	1,183.1	3,699.9	2,371.4
Research and development	1,260.5	276.6	1,927.9	368.6
Selling and marketing	721.8	540.2	2,130.4	799.3
General and administrative	346.1	420.4	1,209.6	731.0
Amortization	1,560.2	705.0	3,866.1	1,192.2
In-process research and development impairments	300.0	305.0	497.6	320.0
Asset sales and impairments, net	(4.4)	-	3.1	(5.3)
Total operating expenses	5,427.1	3,430.3	13,334.6	5,777.2
Operating (loss)	(1,338.2)	(1,279.5)	(2,461.1)	(1,453.9)
Non-operating income (expense):				
Interest income	3.8	1.6	8.2	3.8
Interest expense	(340.2)	(132.1)	(852.0)	(284.0)
Other income (expense), net	0.2	29.4	(238.1)	15.3
Total other income (expense), net	(336.2)	(101.1)	(1,081.9)	(264.9)
(Loss) before income taxes and noncontrolling interest	(1,674.4)	(1,380.6)	(3,543.0)	(1,718.8)
(Benefit) for income taxes	(824.9)	(215.8)	(1,456.9)	(308.1)
Net (loss) from continuing operations, net of tax	(849.5)	(1,164.8)	(2,086.1)	(1,410.7)
Income from discontinued operations, net of tax	6,157.4	119.3	6,647.9	524.3
Net income / (loss)	5,307.9	(1,045.5)	4,561.8	(886.4)
(Income) attributable to noncontrolling interest	(1.4)	-	(2.6)	(0.3)
Net income / (loss) attributable to members	$5,306.5	$(1,045.5)	$4,559.2	$(886.7)

See accompanying Notes to Consolidated Financial Statements.

WARNER CHILCOTT LIMITED

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME / (LOSS)

(Unaudited; in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income / (loss)	$5,307.9	$(1,045.5)	$4,561.8	$(886.4)
Other comprehensive (loss) / income				
Foreign currency translation (losses) / gains	(42.4)	(308.3)	409.0	(309.2)
Unrealized gains / (losses), net of tax	7.5	(2.3)	11.1	(1.6)
Reclassification for gains included in net income, net of tax	-	-	-	-
Total other comprehensive (loss) / income, net of tax	(34.9)	(310.6)	420.1	(310.8)
Comprehensive income / (loss)	5,273.0	(1,356.1)	4,981.9	(1,197.2)
Comprehensive (income) attributable to noncontrolling interest	(1.4)	-	(2.6)	(0.3)
Comprehensive income / (loss) attributable to members	$5,271.6	$(1,356.1)	$4,979.3	$(1,197.5)

See accompanying Notes to Consolidated Financial Statements.

WARNER CHILCOTT LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited; in millions)

	Nine Months Ended September 30,	
	2015	2014
Cash Flows From Operating Activities:		
Net income / (loss)	$4,561.8	$(886.4)
Reconciliation to net cash provided by operating activities:		
Depreciation	183.9	169.7
Amortization	4,192.8	1,720.7
Provision for inventory reserve	108.6	110.2
Share-based compensation	510.5	259.4
Deferred income tax benefit	(7,470.9)	(412.5)
In-process research and development impairments	497.6	321.3
Loss / (gain) on asset sales and impairments, net	57.2	34.2
Amortization of inventory step-up	1,019.8	703.3
Amortization of deferred financing costs	289.2	34.4
Accretion and contingent consideration	89.2	(24.2)
Non-cash impact of debt extinguishment	-	(91.7)
Other, net	54.9	(19.1)
Changes in assets and liabilities (net of effects of acquisitions):		
Decrease / (increase) in accounts receivable, net	(363.3)	(365.7)
Decrease / (increase) in inventories	(270.1)	(266.7)
Decrease / (increase) in prepaid expenses and other current assets	(3.2)	69.3
Increase / (decrease) in accounts payable and accrued expenses	(257.5)	276.1
Increase / (decrease) in income and other taxes payable	(103.4)	(140.9)
Increase / (decrease) in other assets and liabilities, including receivable / payable with Parents	6.5	(89.2)
Net cash provided by operating activities	3,103.6	1,402.2
Cash Flows From Investing Activities:		
Additions to property, plant and equipment	(350.7)	(174.1)
Additions to product rights and other intangibles	(91.1)	(0.1)
Additions to investments	(27.0)	-
Proceeds from the sale of investments and other assets	855.8	452.7
Proceeds from sales of property, plant and equipment	133.6	12.0
Acquisitions of businesses, net of cash acquired	(35,242.7)	(4,922.6)
Net cash (used in) investing activities	(34,722.1)	(4,632.1)
Cash Flows From Financing Activities:		
Proceeds from borrowings of long-term indebtedness	26,456.4	8,076.2
Proceeds from borrowings on credit facility and other	2,882.0	80.0
Debt issuance and other financing costs	(310.8)	(58.2)
Payments on debt, including capital lease obligations	(4,326.7)	(4,875.5)

Payments of contingent consideration	(138.3)	(12.6)
Dividend to Parent	(138.4)	-
Contribution from Parent	9,000.8	-
Net cash provided by financing activities	33,425.0	3,209.9
Effect of currency exchange rate changes on cash and cash equivalents	(5.1)	(2.1)
Movement in cash held for sale	-	37.0
Net increase in cash and cash equivalents	1,801.4	14.9
Cash and cash equivalents at beginning of period	244.3	323.5
Cash and cash equivalents at end of period	$2,045.7	$338.4

See accompanying Notes to Consolidated Financial Statements

ALLERGAN PLC AND WARNER CHILCOTT LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE 1 — General

Allergan plc is a global specialty pharmaceutical company engaged in the development, manufacturing, marketing, and distribution of brand name ("brand", "branded" or "specialty brand"), medical aesthetics, generic, branded generic, biosimilar and over-the-counter ("OTC") pharmaceutical products. The Company has operations in more than 100 countries. Warner Chilcott Limited is a wholly-owned subsidiary of Allergan plc and has the same principal business activities. As a result of the Allergan Acquisition (defined below) which closed on March 17, 2015, the Company expanded its franchises to include ophthalmology, neurosciences and medical aesthetics/dermatology/plastic surgery, which complements the Company's existing central nervous system, gastroenterology, women's health and urology franchises. The combined company benefits significantly from Allergan, Inc's. ("Legacy Allergan") global brand equity and consumer awareness of key products, including Botox® and Restasis®. The Allergan Acquisition also expanded our presence and market and product reach across many international markets, with strengthened commercial positions across Canada, Europe, Southeast Asia and other high-value growth markets, including China, India, the Middle East and Latin America.

On July 26, 2015 we entered into a master purchase agreement (the "Teva Agreement"), under which Teva Pharmaceutical Industries Ltd. ("Teva") agreed to acquire our global generic pharmaceuticals business and certain other assets for approximately $40.5 billion (the "Teva Transaction"). Under the Teva Agreement, upon the closing of the Teva Transaction, we will receive $33.75 billion in cash and approximately $6.75 billion in Teva stock in exchange for which Teva will acquire our global generics business, including the United States ("U.S.") and international generic commercial units, our third-party supplier Medis, our global generic manufacturing operations, our global generic R&D unit, our international over-the-counter (OTC) commercial unit (excluding OTC eye care products) and some established international brands. The transaction is subject to customary closing conditions and expected to close in the first quarter of 2016. As a result of the transaction, and in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") number 2014-08 "Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity", the Company is accounting for the assets and liabilities to be divested as held for sale. Further, the financial results of the business held for sale have been reclassified to discontinued operations for all periods presented in our condensed consolidated financial statements.

The accompanying consolidated financial statements should be read in conjunction with the Company's annual report on Form 10-K for the year ended December 31, 2014 ("Annual Report"). Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with United States generally accepted accounting principles ("GAAP") have been condensed or omitted from the accompanying consolidated financial statements. The accompanying year end consolidated balance sheet was derived from the audited financial statements included in the Annual Report. The accompanying interim financial statements are unaudited and reflect all adjustments which are in the opinion of management necessary for a fair statement of the Company's consolidated financial position, results of operations, comprehensive income/(loss) and cash flows for the periods presented. Unless otherwise noted, all such adjustments are of a normal, recurring nature. All intercompany transactions and balances

have been eliminated in consolidation. The Company's results of operations, comprehensive income / (loss) and cash flows for the interim periods are not necessarily indicative of the results of operations, comprehensive income/(loss) and cash flows that it may achieve in future periods.

References throughout to "we," "our," "us," the "Company" or "Allergan" refer to financial information and transactions of Allergan plc. References to "Warner Chilcott Limited" refer to Warner Chilcott Limited, the Company's indirect wholly-owned subsidiary, and, unless the context otherwise requires, its subsidiaries.

In connection with the Allergan Acquisition, the Company changed its name from Actavis plc to Allergan plc. Actavis plc's ordinary shares were traded on the NYSE under the symbol "ACT" until the opening of trading on June 15, 2015, at which time Actavis plc changed its corporate name to "Allergan plc" and changed its ticker symbol to "AGN." Pursuant to Rule 12g-3(c) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Allergan plc is the successor issuer to Actavis plc's ordinary shares which are deemed to be registered under Section 12(b) of the Exchange Act, and Allergan plc is subject to the informational requirements of the Exchange Act, and the rules and regulations promulgated thereunder.

NOTE 2 – Reconciliation of Warner Chilcott Limited results to Allergan plc results

Warner Chilcott Limited is an indirect wholly-owned subsidiary of Allergan plc (together with other Warner Chilcott Limited parents, the "Parent"), the ultimate parent of the group. The results of Warner Chilcott Limited are consolidated into the results of

Allergan plc. Due to the deminimis activity between Allergan plc and Warner Chilcott Limited, references throughout this filing relate to both Allergan plc and Warner Chilcott Limited. Warner Chilcott Limited representations relate only to itself and not to any other company.

Except where otherwise indicated, and excluding certain insignificant cash and non-cash transactions at the Allergan plc level, these notes relate to the consolidated financial statements for both separate registrants, Allergan plc and Warner Chilcott Limited. In addition to certain inter-company payable and receivable amounts between the entities, the following is a reconciliation of the results of Warner Chilcott Limited to Allergan plc ($ in millions):

	September 30, 2015			December 31, 2014		
	Allergan plc	Warner Chilcott Limited	Difference	Allergan plc	Warner Chilcott Limited	Difference
Cash and cash equivalents	$2,063.9	$2,045.7	$ 18.2	$250.0	$244.3	$ 5.7
Accounts receivable, net	2,143.2	2,143.2	-	1,107.9	1,107.2	0.7
Prepaid expenses and other current assets	748.6	745.8	2.8	478.8	475.9	2.9
Property, plant and equipment, net	1,569.9	1,569.9	-	283.4	282.5	0.9
Accounts payable and accrued liabilities	4,513.5	4,477.3	36.2	2,995.7	2,992.6	3.1

	Three Months Ended September 30, 2015			Nine Months Ended September 30, 2015		
	Allergan plc	Warner Chilcott Limited	Difference	Allergan plc	Warner Chilcott Limited	Difference
General and administrative expenses	$351.4	$346.1	$ 5.3	$1,222.7	$1,209.6	$ 13.1
Operating (loss)	(1,343.5)	(1,338.2)	(5.3)	(2,474.2)	(2,461.1)	(13.1)
(Loss) before income taxes and noncontrolling interest	(1,679.7)	(1,674.4)	(5.3)	(3,556.1)	(3,543.0)	(13.1)
(Benefit) for income taxes	(824.9)	(824.9)	-	(1,456.9)	(1,456.9)	-
Net (loss) from continuing operations, net of tax	(854.8)	(849.5)	(5.3)	(2,099.2)	(2,086.1)	(13.1)
Dividends on preferred stock	69.6	-	69.6	162.4	-	162.4

	Three Months Ended September 30, 2014			Nine Months Ended September 30, 2014		
	Allergan plc	Warner Chilcott Limited	Difference	Allergan plc	Warner Chilcott Limited	Difference

General and administrative expenses	$422.9	$420.4	$ 2.5	$740.4	$731.0	$ 9.4
Operating (loss)	(1,282.0)	(1,279.5)	(2.5)	(1,463.3)	(1,453.9)	(9.4)
(Loss) before income taxes and noncontrolling interest	(1,383.1)	(1,380.6)	(2.5)	(1,728.2)	(1,718.8)	(9.4)
(Benefit) for income taxes	(221.0)	(215.8)	(5.2)	(306.6)	(308.1)	1.5
Net (loss) from continuing operations, net of tax	(1,162.1)	(1,164.8)	2.7	(1,421.6)	(1,410.7)	(10.9)

NOTE 3 — Summary of Significant Accounting Policies

The following are interim updates to certain of the policies described in “Note 4” of the notes to the Company’s audited consolidated financial statements for the year ended December 31, 2014 included in the Annual Report.

Revenue Recognition Including Multiple-Element Arrangements

General

Revenue from product sales is recognized when title and risk of loss to the product transfers to the customer, which is based on the transaction shipping terms. Recognition of revenue also requires reasonable assurance of collection of sales proceeds, the seller’s price to the buyer to be fixed or determinable and the completion of all performance obligations. The Company warrants products against defects and for specific quality standards, permitting the return of products under certain circumstances. Product sales are recorded net of all sales-related deductions including, but not limited to: chargebacks, trade discounts, billback adjustments, sales returns and allowances, commercial and government rebates, customer loyalty programs and fee for service arrangements with certain distributors, which we refer to in the aggregate as “SRA” allowances.

Royalty and commission revenue is recognized as a component of net revenues in accordance with the terms of their respective contractual agreements when collectability is reasonably assured and when revenue can be reasonably measured.

Provisions for SRAs

As is customary in the pharmaceutical industry, our gross product sales are subject to a variety of deductions in arriving at reported net product sales. When the Company recognizes gross revenue from the sale of products, an estimate of SRA is recorded, which reduces the product revenues. Accounts receivable and/or accrued liabilities are also reduced and/or increased by the SRA amount depending on whether we have the right of offset with the customer. These provisions are estimated based on historical payment experience, historical relationship of the deductions to gross product revenues, government regulations, estimated utilization or redemption rates, estimated customer inventory levels and current contract sales terms. The estimation process used to determine our SRA provision has been applied on a consistent basis and no material revenue adjustments have been necessary to increase or decrease our reserves for SRA as a result of a significant change in underlying estimates. The Company uses a variety of methods to assess the adequacy of the SRA reserves to ensure that our financial statements are fairly stated.

Chargebacks — A chargeback represents an amount payable in the future to a wholesaler for the difference between the invoice price paid by our wholesale customer for a particular product and the negotiated contract price that the wholesaler's customer pays for that product. The chargeback provision and related reserve varies with changes in product mix, changes in customer pricing and changes to estimated wholesaler inventories. The provision for chargebacks also takes into account an estimate of the expected wholesaler sell-through levels to indirect customers at certain contract prices. The Company validates the chargeback accrual quarterly through a review of the inventory reports obtained from our largest wholesale customers. This customer inventory information is used to verify the estimated liability for future chargeback claims based on historical chargeback and contract rates. These large wholesalers represent the vast majority of the recipients of the Company's chargeback payments. We continually monitor current pricing trends and wholesaler inventory levels to ensure the liability for future chargebacks is fairly stated.

Rebates — Rebates include volume related incentives to direct and indirect customers, third-party managed care and Medicare Part D rebates, Medicaid rebates and other government rebates. Rebates are accrued based on an estimate of claims to be paid for product sold into trade by the Company. Volume rebates are generally offered to customers as an incentive to use the Company's products and to encourage greater product sales. These rebate programs include contracted rebates based on customers' purchases made during an applicable monthly, quarterly or annual period. The provision for third-party rebates is estimated based on our customers' contracted rebate programs and the Company's historical experience of rebates paid. Any significant changes to our customer rebate programs are considered in establishing the provision for rebates. The provisions for government rebates are based, in part, upon historical experience of claims submitted by the various states / authorities, contractual terms and government regulations. We monitor legislative changes to determine what impact such legislation may have on our provision.

Cash Discounts — Cash discounts are provided to customers that pay within a specific period. The provision for cash discounts is estimated based upon invoice billings and historical customer payment experience. The Company's experience of payment history is fairly consistent and most customer payments qualify for the cash discount.

Returns and Other Allowances — The Company's provision for returns and other allowances include returns, pricing adjustments, promotional allowances, loyalty cards and billback adjustments.

Consistent with industry practice, the Company maintains a returns policy that allows customers to return product for a credit. In accordance with the Company's policy, credits for customer returns of products are applied against outstanding account activity or are settled in cash. Product exchanges are not permitted. Customer returns of product are generally not resalable. The Company's estimate of the provision for returns is based upon historical experience and current trends of actual customer returns. Additionally, we consider other factors when estimating the current period returns provision, including levels of inventory in the distribution channel, as well as significant market

changes which may impact future expected returns.

Pricing adjustments, which includes shelf stock adjustments, (primarily relate to our generics business held for sale) are credits issued to reflect price decreases in selling prices charged to the Company's direct customers. Shelf stock adjustments are based upon the amount of product our customers have in their inventory at the time of an agreed-upon price reduction. The provision for shelf stock adjustments is based upon specific terms with the Company's customers and includes estimates of existing customer inventory levels based upon their historical purchasing patterns. We regularly monitor all price changes to evaluate the Company's reserve balances. The adequacy of these reserves is readily determinable as pricing adjustments and shelf stock adjustments are negotiated and settled on a customer-by-customer basis.

Promotional allowances are credits that are issued in connection with a product launch or as an incentive for customers to carry our product. The Company establishes a reserve for promotional allowances based upon contractual terms.

Billback adjustments, which primarily relate to our generics business held for sale, are credits that are issued to certain customers who purchase directly from us as well as indirectly through a wholesaler. These credits are issued in the event there is a difference between the customer's direct and indirect contract price. The provision for billbacks is estimated based upon historical

purchasing patterns of qualified customers who purchase product directly from us and supplement their purchases indirectly through our wholesale customers.

Loyalty cards allow the end user patients a discount per prescription and are accrued based on historical experience, contract terms and the volume of product and cards in the distribution channel.

Accounts receivable balances in the Company's consolidated financial statements are presented net of SRA estimates. SRA balances in accounts receivable were $198.5 million and $157.3 million at September 30, 2015 and December 31, 2014, respectively. SRA balances within accounts payable and accrued expenses were $1,604.5 million and $1,155.4 million at September 30, 2015 and December 31, 2014, respectively. The movements in the SRA reserve balances for continuing operations in the nine months ended September 30, 2015 are as follows (in millions):

Balance as of December 31, 2014	$1,312.7
Acquired reserves in the Allergan Acquisition (defined below)	429.5
Provision to reduce gross product sales to net product sales	3,982.7
Payments and other	(3,921.9)
Balance as of September 30, 2015	$1,803.0

The provisions recorded to reduce gross product sales to net product sales, excluding discontinued operations, were as follows ($ in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Gross product sales	$5,577.5	$2,925.0	$14,729.5	$5,676.6
Provisions to reduce gross product sales to net product sales	(1,543.2)	(792.4)	(3,982.7)	(1,410.0)
Net product sales	$4,034.3	$2,132.6	$10,746.8	$4,266.6
Percentage of provisions to gross sales	27.7 %	27.1 %	27.0 %	24.8 %

The Company also had SRA reserves relating to discontinued operations of $1,335.6 million and $1,666.2 million as of September 30, 2015 and December 31, 2014, respectively. The reclassification to discontinued operations is reflected in payments and other above.

The movement in the percentage of provisions to gross sales is a result of changes in product mix, competition and channels of distribution.

Warranties

As a result of the Allergan Acquisition, the Company provides warranty programs for breast implant sales primarily in the United States, Europe and certain other countries. Management estimates the amount of potential future claims from these warranty programs based on actuarial analyses. Expected future obligations are determined based on the history of product shipments and claims and are discounted to a current value. The provision for warranty expense in the nine months ended September 30, 2015 was $2.8 million. The liability is included in both current and long-term liabilities in the Company's consolidated balance sheets and amounted to $7.6 million and $29.7 million, respectively, as of September 30, 2015. The U.S. programs include the ConfidencePlus® and ConfidencePlus® Premier warranty programs. The ConfidencePlus® program, which is limited to saline breast implants, currently provides lifetime product replacement and contralateral implant replacement. The ConfidencePlus® Premier program, which is standard for silicone gel implants and requires a low enrollment fee for saline breast implants, generally provides lifetime product replacement, $2,400 of financial assistance for saline breast implants and $3,500 of financial assistance for silicone gel breast implants for surgical procedures within ten years of implantation and contralateral implant replacement. The warranty programs in non-U.S. markets generally have similar terms and conditions to the U.S. programs. The Company does not warrant any level of aesthetic result and, as required by government regulation, makes extensive disclosures concerning the risks of the use of its products and breast implant surgery. Changes to actual warranty claims incurred and interest rates could have a material impact on the actuarial analysis and the Company's estimated liabilities. A large majority of the product warranty liability arises from the U.S. warranty programs. The Company does not currently offer any similar warranty program on any other product.

Goodwill and Intangible Assets with Indefinite-Lives

General

The Company tests goodwill and intangible assets with indefinite-lives for impairment annually in the second quarter by comparing the fair value of each of the Company's reporting units to the respective carrying value of the reporting units. Additionally, the Company may perform interim tests if an event occurs or circumstances change that could potentially reduce the fair value of a reporting unit below its carrying amount or when the Company has a change to reporting units. The carrying value of each reporting unit is determined by assigning the assets and liabilities, including the existing goodwill and intangible assets, to those reporting units.

Goodwill is considered impaired if the carrying amount of the net assets exceeds the fair value of the reporting unit. Impairment, if any, would be recorded in operating income and this could result in a material impact to net (loss) / income and (loss) / earnings per share.

Acquired in-process research and development ("IPR&D") intangible assets represent the value assigned to acquired research and development projects that, as of the date acquired, represent the right to develop, use, sell and/or offer for sale a product or other intellectual property that the Company has acquired with respect to products and/or processes that have not been completed or approved. The IPR&D intangible assets are subject to impairment testing until completion or abandonment of each project. Upon abandonment, the assets are impaired. Impairment testing requires the development of significant estimates and assumptions involving the determination of estimated net cash flows for each year for each project or product (including net revenues, cost of sales, research and development ("R&D") costs, selling and marketing costs and other costs which may be allocated), the appropriate discount rate to select in order to measure the risk inherent in each future cash flow stream, the assessment of each asset's life cycle, the potential regulatory and commercial success risks, and competitive trends impacting the asset and each cash flow stream as well as other factors. The major risks and uncertainties associated with the timely and successful completion of the IPR&D projects include legal risk, market risk and regulatory risk. Changes in these assumptions could result in future impairment charges. No assurances can be given that the underlying assumptions used to prepare the discounted cash flow analysis will not change or the timely completion of each project to commercial success will occur. For these and other reasons, actual results may vary significantly from estimated results.

Upon successful completion of each project and approval of the product, we will make a separate determination of the useful life of the intangible, transfer the amount to currently marketed products ("CMP") and amortization expense will be recorded over the estimated useful life.

Annual Testing

During 2015, we performed our annual impairment assessment of goodwill. We also assessed IPR&D intangible assets and trade name intangible assets with indefinite lives for impairment. The Company utilized a discount rate for its reporting units of 10.0% and long-term growth rates ranging from 0.0% to 5.0% in its estimation of fair value. The factors used in evaluating goodwill for impairment are subject to change and are tracked against historical results by management. Changes in the key assumptions by management can change the results of testing. The Company determined there was no impairment associated with goodwill or trade name intangible assets.

During the nine months ended September 30, 2015, the Company recorded a $197.6 million impairment related to IPR&D for select projects as the Company revised its sales forecast of certain assets as well as the timing of the launch of certain projects in connection with the Company's annual review. In addition, during the three and nine months ended September 30, 2015, the Company made the decision to abandon a select IPR&D asset (acquired in connection with the Allergan Acquisition) based on review of research studies, resulting in an impairment of the full

asset value of $300.0 million. During the three and nine months ended September 30, 2014, the Company recorded an impairment charge of $165.0 million related to the abandonment of certain R&D projects and an impairment charge of $140.0 million related to acquired IPR&D due to the U.S. Food and Drug Administration's ("FDA") Cardiovascular and Renal Drugs Advisory Committee ("CRDAC") voting to recommend against approval of Actavis' New Drug Application ('NDA") for the fixed-dose combination of nebivolol and valsartan for the treatment of hypertension.

Litigation and Contingencies

The Company is involved in various legal proceedings in the normal course of its business, including product liability litigation, intellectual property litigation, employment litigation and other litigation. Additionally, the Company, in consultation with its counsel, assesses the need to record a liability for contingencies on a case-by-case basis in accordance with FASB Accounting Standards Codification ("ASC") Topic 450 "Contingencies" ("ASC 450"). Accruals are recorded when the Company determines that a loss related to a matter is both probable and reasonably estimable. These accruals are adjusted periodically as assessment efforts progress or as additional information becomes available. Acquired contingencies in business combinations are recorded at fair value to the extent determinable, otherwise in accordance ASC 450. Refer to "NOTE 20 — Commitments and Contingencies" for more information.

Earnings Per Share (“EPS”)

The Company computes EPS in accordance with ASC Topic 260, “Earnings Per Share” (“ASC 260”) and related guidance, which requires two calculations of EPS to be disclosed: basic and diluted. Basic EPS is computed by dividing net (loss) / income by the weighted average ordinary shares outstanding during a period. Diluted EPS is based on the treasury stock method and includes the effect from potential issuance of ordinary shares, such as shares issuable pursuant to the exercise of stock options and restricted stock units. Diluted EPS also includes the impact of ordinary share equivalents to be issued upon the mandatory conversion of the Company’s preferred shares. Ordinary share equivalents have been excluded where their inclusion would be anti-dilutive.

A reconciliation of the numerators and denominators of basic and diluted EPS consisted of the following (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income:				
Net (loss) from continuing operations, net, (income) attributable to noncontrolling interest, and dividends on preferred shares	$(925.8)	$(1,162.1)	$(2,264.2)	$(1,421.9)
Income from discontinued operations, net of tax	6,157.4	119.3	6,647.9	524.3
Net income / (loss) attributable to ordinary shareholders	$5,231.6	$(1,042.8)	$4,383.7	$(897.6)
Basic weighted average ordinary shares outstanding	393.6	264.3	358.9	204.4
Basic EPS:				
Continuing operations	$(2.35)	$(4.40)	$(6.31)	$(6.96)
Discontinued operations	$15.64	$0.45	$18.52	$2.57
Net income / (loss) per share	$13.29	$(3.95)	$12.21	$(4.39)
Diluted weighted average ordinary shares outstanding	393.6	264.3	358.9	204.4
Diluted EPS:				
Continuing operations	$(2.35)	$(4.40)	$(6.31)	$(6.96)
Discontinued operations	$15.64	$0.45	$18.52	$2.57
Net income / (loss) per share	$13.29	$(3.95)	$12.21	$(4.39)

Stock awards to purchase 5.1 million and 5.2 million ordinary shares for the three and nine months ended September 30, 2015, respectively, were outstanding, but not included in the computation of diluted EPS, because the awards were anti-dilutive for continuing operations and as such the treatment for discontinued operations is also anti-dilutive. The weighted average impact of ordinary share equivalents of 17.6 million and 13.6 million for the three and nine months ended September 30, 2015, respectively, which are anticipated to result from the mandatory conversion of the Company’s preferred shares were not included in the calculation of diluted EPS as their impact would be anti-dilutive.

Stock awards to purchase 3.1 million and 2.2 million ordinary shares for the three and nine months September 30, 2014, respectively, were outstanding, but not included in the computation of diluted EPS, because the awards were

anti-dilutive for continuing operations and as such the treatment for discontinued operations is also anti-dilutive.

Restructuring Costs

The Company records liabilities for costs associated with exit or disposal activities in the period in which the liability is incurred. In accordance with existing benefit arrangements, employee severance costs are accrued when the restructuring actions are probable and estimable. Costs for one-time termination benefits in which the employee is required to render service until termination in order to receive the benefits are recognized ratably over the future service period. The Company also incurs costs with contract terminations and costs of transferring products as part of restructuring activities. Refer to “NOTE 19 — Business Restructuring Charges” for more information.

Recent Accounting Pronouncements

On September 25, 2015, the FASB issued Accounting Standards Update 2015-16 (ASU 2015-16), which changes the requirement to restate prior period financial statements for measurement period adjustments. The new guidance requires that measurement period adjustments be recognized in the reporting period in which the adjustment amount is determined. This includes the cumulative impact of measurement period adjustments on current and prior periods. The cumulative adjustment would be reflected within the respective financial statement line items affected. The guidance is effective for fiscal years beginning after December 15, 2015. The Company does not expect the pronouncement to have a material impact on our financial statements

In April 2015, the FASB issued guidance which changes the classification of debt issuance costs from being an asset on the balance sheet to netting the costs against the carrying value of the debt. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. Management believes that the adoption of this guidance will not have a material impact on our financial statements.

NOTE 4 — Acquisitions and Other Agreements

During the nine months ended September 30, 2015 and the year ended December 31, 2014, the Company acquired material assets and businesses. The pro forma results of the businesses acquired that materially impacted the reported results of the Company are as follows (unaudited; $ in millions except per share information):

	Nine Months Ended September 30, 2015		
	As reported	Allergan Acquisition	Pro Forma
Net Revenue	$10,873.5	$ 1,523.0	$12,396.5
Net income / (loss) attributable to ordinary shareholders	$4,383.7	$ 377.7	$4,761.4
Net income / (loss) per share			
Basic	$12.21		$11.58
Diluted	$12.21		$11.58

	Three Months Ended September 30, 2014		
	As reported	Allergan Acquisition	Pro Forma
Net Revenue	$2,150.8	$ 1,818.6	$3,969.4
Net income / (loss) attributable to ordinary shareholders	$(1,042.8)	$ (684.3)	$(1,727.1)
Net income / (loss) per share			
Basic	$(3.95)		$(4.43)
Diluted	$(3.95)		$(4.43)

	Nine Months Ended September 30, 2014			
	As reported	Allergan Acquisition	Forest Acquisition	Pro Forma
Net Revenue	$4,323.3	$ 5,325.8	$ 2,307.8	$11,956.9
Net income / (loss) attributable to ordinary shareholders	$(897.6)	$ (2,465.8)	$ 142.4	$(3,221.0)
Net income / (loss) per share				
Basic	$(4.39)			$(7.67)
Diluted	$(4.39)			$(7.67)

Pro forma net (loss) per share includes the impact of share issuances as part of the respective acquisitions.

2015 Transactions

The following are the material transactions that were entered into / completed in the nine months ended September 30, 2015.

Acquisitions

AqueSys

On October 16, 2015, the Company acquired AqueSys, Inc. (“AqueSys”), a private clinical stage medical device company focused on developing ocular implants that reduce intraocular pressure (IOP) associated with glaucoma, in an all-cash transaction. Under the terms of the agreement, the Company acquired AqueSys for a $300.0 million upfront payment and regulatory approval and commercialization milestone payments related to AqueSys' lead development programs, including XEN45, a soft shunt that is implanted in the subconjunctival space in the eye through a minimally invasive procedure with a single use, pre-loaded proprietary injector. The Company will include the financial impact of the transaction in the fourth quarter of 2015.

Kythera

On October 1, 2015, the Company acquired Kythera Biopharmaceuticals (“Kythera”), for $75 per share, or approximately $2.1 billion (the “Kythera Acquisition”). Kythera is focused on the discovery, development and commercialization of novel prescription aesthetic products. Kythera’s lead product is Kybella® injection, the first and only Federal Drug Administration (“FDA”) approved, non-surgical treatment for moderate to severe submental fullness, commonly referred to as double chin. The Company will include the financial impact of the transaction in the fourth quarter of 2015.

Oculeve

On August 10, 2015, the Company acquired Oculeve, Inc. (“Oculeve”), a development-stage medical device company focused on developing novel treatments for dry eye disease. Under the terms of the agreement, Allergan acquired Oculeve for an acquisition accounting purchase price of $134.5 million (the “Oculeve Acquisition”), including $1.6 million in cash plus $90.0 million for the estimated fair value of contingent consideration of which the Company may owe up to $300.0 million in future payments. The Company acquired Oculeve and its lead product candidate OD-01, an intranasal neurostimulation device, as well as other dry eye products in development.

Assets Acquired and Liabilities Assumed at Fair Value

The transaction has been accounted for using the acquisition method of accounting. This method requires that assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date. As of September 30, 2015, certain amounts relating to the valuation of tax related matters, contingent consideration and intangible assets have not been finalized. The finalization of these matters may result in changes to goodwill.

The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed at the acquisition date ($ in millions):

	Preliminary Values as of September 30, 2015

Cash and cash equivalents	$ 1.6
IPR&D intangible assets	286.0
Goodwill	36.3
Other assets and liabilities	(1.9)
Contingent consideration	(90.0)
Deferred tax liabilities, net	(97.5)
Net assets acquired	$ 134.5

IPR&D and Intangible Assets

IPR&D intangible assets represent the value assigned to acquired R&D projects that, as of the acquisition date, had not established technological feasibility and had no alternative future use. The IPR&D intangible assets are capitalized and accounted for as indefinite-lived intangible assets and will be subject to impairment testing until completion or abandonment of the projects. Upon successful completion of each project and launch of the product, the Company will make a separate determination of the estimated useful life of the IPR&D intangible asset and the related amortization will be recorded as an expense over the estimated useful life (“IPR&D Acquisition Accounting”).

The estimated fair value of the IPR&D and identifiable intangible assets was determined using the "income approach," which is a valuation technique that provides an estimate of the fair value of an asset based on market participant expectations of the cash flows an asset would generate over its remaining useful life. Some of the more significant assumptions inherent in the development of those asset valuations include the estimated net cash flows for each year for each asset or product (including net revenues, cost of sales, R&D costs, selling and marketing costs and working capital/asset contributory asset charges), the appropriate discount rate to select in order to measure the risk inherent in each future cash flow stream, the assessment of each asset's life cycle, the potential regulatory and commercial success risks, competitive trends impacting the asset and each cash flow stream as well as other factors (the "IPR&D and Intangible Asset Valuation Technique").

The fair value of the IPR&D intangible assets was determined using the IPR&D and Intangible Asset Valuation Technique. The discount rate used to arrive at the present value for IPR&D intangible assets was 9.9% to reflect the internal rate of return and incremental commercial uncertainty in the cash flow projections. No assurances can be given that the underlying assumptions used to prepare the discounted cash flow analysis will not change. For these and other reasons, actual results may vary significantly from estimated results.

Goodwill

Among the primary reasons the Company acquired Oculeve and factors that contributed to the preliminary recognition of goodwill were to expand the Company's pipeline of eye care products. Goodwill from the Oculeve Acquisition of $36.3 million was assigned to the US Brands segment.

Contingent Consideration

As part of the acquisition, the Company is required to pay the former shareholders of Oculeve amounts based on the launch, labeling, and sales of the product. The Company estimated the acquisition accounting fair value of the contingent consideration to be $90.0 million using a probability weighted approach that considered the possible outcomes of the scenarios relating to the specified product.

Long-Term Deferred Tax Liabilities and Other Tax Liabilities

Long-term deferred tax liabilities and other tax liabilities result from identifiable intangible assets fair value adjustments. These adjustments create excess book basis over the tax basis which is multiplied by the statutory tax rate for the jurisdiction in which the deferred taxes exist.

Auden Mckenzie

On May 29, 2015 the Company acquired Auden Mckenzie Holdings Limited ("Auden"), a company specializing in the development, licensing and marketing of niche generic medicines and proprietary brands in the United Kingdom ("UK") and across Europe for approximately 323.7 million British Pounds, or $495.9 million (the "Auden Acquisition"). The assets and liabilities acquired, as well as the results of operations for the acquired Auden business are part of the assets being divested in the Teva Transaction and are included as a component of income from discontinued operations. In addition the acquired financial position is included in assets and liabilities held for sale.

Recognition and Measurement of Assets Acquired and Liabilities Assumed at Fair Value

The Auden Acquisition has been accounted for using the acquisition method of accounting. This method requires that assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date. As of September 30, 2015, certain amounts relating to the valuation of tax-related matters, intangible assets and inventory have not been finalized. The following table summarizes the preliminary fair values of the tangible and identifiable intangible assets acquired and liabilities assumed at the acquisition date and reflecting purchase accounting adjustments identified during the quarter ($ in millions):

	Preliminary Values as of September 30, 2015
Cash and cash equivalents	$ 32.2
Inventory	49.1
IPR&D intangible assets	38.6
Intangible assets	342.4
Goodwill	123.3
Other assets and liabilities	7.2
Contingent consideration	(17.3)
Deferred tax liabilities, net	(79.6)
Net assets acquired	$ 495.9

IPR&D and Intangible Assets

The fair value of the IPR&D and CMP intangible assets was determined using the IPR&D and Intangible Asset Valuation Technique. The discount rate used to arrive at the present value of CMPs was 15.0% and for IPR&D intangible assets was 16.0% to reflect the internal rate of return and incremental commercial uncertainty in the cash flow projections. No assurances can be given that the underlying assumptions used to prepare the discounted cash flow analysis will not change. For these and other reasons, actual results may vary significantly from estimated results.

The acquired intangible assets represent generic products with multiple useful lives across multiple therapeutic areas.

Allergan

On March 17, 2015, the Company acquired Allergan, Inc. for approximately $77.0 billion including outstanding indebtedness assumed of $2.2 billion, cash consideration of $40.1 billion and equity consideration of $34.7 billion, which includes outstanding equity awards (the “Allergan Acquisition”). Under the terms of the agreement, Legacy Allergan shareholders received 111.2 million of the Company’s ordinary shares, 7.0 million of the Company’s non-qualified stock options and 0.5 million of the Company’s share units. The addition of Allergan Inc.’s therapeutic franchises in ophthalmology, neurosciences and medical aesthetics/dermatology/plastic surgery complements the Company’s existing central nervous system, gastroenterology, women’s health and urology franchises. The combined company will also benefit significantly from Legacy Allergan’s global brand equity and consumer awareness of key products, including Botox® and Restasis®. The transaction also expands our presence and market and product reach across many international markets, with strengthened commercial positions across Canada, Europe, Southeast Asia and other high-value growth markets, including China, India, the Middle East and Latin America.

Assets Acquired and Liabilities Assumed at Fair Value

The transaction has been accounted for using the acquisition method of accounting. This method requires that assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date. As of September 30, 2015, certain amounts relating to the valuation of tax related matters, SRAs, inventories and intangible assets have not been finalized. The finalization of these matters may result in changes to goodwill. The Company expects to finalize such matters by the end of 2015.

The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed at the acquisition date and reflects purchase accounting adjustments identified during the quarter ($ in millions):

	Preliminary Values as of March 31, 2015	Measurement Period Adjustments	Preliminary Values as of September 30, 2015
Cash and cash equivalents	$ 5,424.5	$ -	$ 5,424.5
Accounts receivable	962.7	(14.0)	948.7
Inventories	1,223.2	(4.6)	1,218.6
Other current assets	318.8	-	318.8
Property, plant and equipment, net	1,202.5	12.0	1,214.5
Other long-term assets	189.3	-	189.3
IPR&D intangible assets	11,010.0	(1,100.0)	9,910.0
Intangible assets	45,050.5	-	45,050.5
Goodwill	26,368.5	757.0	27,125.5
Current liabilities	(1,212.2)	(9.9)	(1,222.1)
Contingent consideration	(379.1)	(4.6)	(383.7)
Deferred tax liabilities, net	(12,512.9)	364.1	(12,148.8)
Other taxes payable	(82.4)	-	(82.4)
Other long-term liabilities	(622.0)	-	(622.0)
Outstanding indebtedness	(2,183.5)	-	(2,183.5)
Net assets acquired	$ 74,757.9	$ -	$ 74,757.9

The measurement period adjustments for IPR&D intangible assets relate to the Company’s review of patent lives and revised cash flow assumptions.

Consideration

The total consideration for the Allergan Acquisition of $74.8 billion is comprised of the equity value of shares that were outstanding and vested prior to March 17, 2015 of $33.9 billion, the portion of outstanding equity awards deemed to have been earned as of March 17, 2015 of $0.8 billion and cash of $40.1 billion. The portion of outstanding equity awards deemed not to have been earned of $843.1 million as of March 17, 2015 will be expensed over the remaining future vesting period, including $61.8 million and $456.7 million in three and nine months ended September 30, 2015, respectively.

Inventories

The fair value of inventories acquired included an acquisition accounting fair market value step-up of $923.9 million. In the three and nine months ended September 30, 2015, the Company recognized $274.5 million and $778.9 million, respectively, as a component of cost of sales as the inventory acquired was sold to the Company’s customers. Included in finished goods inventory as of September 30, 2015, was $145.0 million, relating to the remaining fair value step-up associated with the Allergan Acquisition.

IPR&D and Intangible Assets

The fair value of the intangible assets was determined using the IPR&D and Intangible Asset Valuation Technique. The discount rate used to arrive at the present value at the acquisition date of CMPs was 10.0% and for IPR&D intangibles ranged from 10.0% to 11.0% to reflect the internal rate of return and incremental commercial uncertainty in the cash flow projections. No assurances can be given that the underlying assumptions used to prepare the discounted cash flow analysis will not change. For these and other reasons, actual results may vary significantly from estimated results.

The following table identifies the summarized amounts recognized and the weighted average useful lives using the economic benefit of intangible assets:

	Amount recognized as of the acquisition date	Weighted average useful lives (years)
Definite-lived assets		
Restasis ®	$ 3,970.0	4.0
Refresh® / Optive ®	2,720.0	7.6
Other Eye Care Products	6,690.0	4.2
Botox ®	22,600.0	8.0
Aczone ®	160.0	1.3
Other Skin Products	820.0	5.0
Other Aesthetics	6,350.0	6.0
Total CMP	43,310.0	6.7
Trade name	690.0	4.5
Customer relationships	1,050.5	3.4
Total definite-lived assets	45,050.5	6.6
In-process research and development		
Eye Care	5,700.0	
Botox ®	810.0	
Aesthetics	2,280.0	
Other	1,120.0	
Total IPR&D	9,910.0	
Total intangible assets	$ 54,960.5	

Goodwill

Among the primary reasons the Company acquired Allergan and factors that contributed to the preliminary recognition of goodwill were to expand the Company’s product portfolio, and to acquire certain benefits from the Legacy Allergan pipeline and the expectation of certain synergies. The goodwill recognized from the Allergan Acquisition, which includes the increase in the purchase price resulting from the movement in Allergan plc’s share price from the date of announcing the deal, until the date of acquisition, is not deductible for tax purposes. Goodwill from the Allergan Acquisition of $15,389.2 million, $3,798.0 million, and $7,938.3 million was assigned to the US Brands, US Medical Aesthetics, and International Brands segments, respectively.

Contingent Consideration

The Company acquired certain contingent obligations classified as contingent consideration related to historical business combinations. Additional consideration is conditionally due upon the achievement of certain milestones in respect to the development and commercialization of the products as well as reaching certain sales targets. The Company estimated the fair value of the contingent consideration acquired to be $383.7 million using a probability weighting approach that considered the possible outcomes based on assumptions related to the timing and probability of the product launch date, discount rates matched to the timing of first payment, and probability of success rates and discount adjustments on the related cash flows.

Retirement Plans

The Company acquired post-retirement plans as part of the Allergan Acquisition including defined benefit pension plans in the United States and Europe which had a net liability balance of $302.6 million. As of March 17, 2015, the Allergan Inc. defined benefit pension plans had assets with a fair value of $1,042.0 million, which included cash and cash equivalents of $13.6 million, equity securities of $480.1 million, and fixed income securities of $548.3 million. In addition, the Company acquired other benefit obligations which had an acquisition date fair value of assets of $117.1 million and an acquisition date fair value of liabilities of $120.0 million. Prior to the Allergan Acquisition, Legacy Allergan froze most of their defined benefit plans. As a result, the company anticipates deminimis service costs in its statement of operations.

Deferred Tax Liabilities, Net

Deferred tax liabilities, net, include the impact resulting from identifiable intangible assets and inventory fair value adjustments. These adjustments create excess book basis over the tax basis which is multiplied by the statutory tax rate for the jurisdiction in which the deferred taxes exist.

Acquisition-Related Expenses

As a result of the acquisition, the Company incurred the following transaction and integration costs in the three and nine months ended September 30, 2015 ($ in millions):

	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Cost of sales		
Stock-based compensation acquired for Legacy Allergan employees	$ 4.7	$ 18.9
Acquisition, integration and restructuring related charges	0.3	12.4
Research and development		
Stock-based compensation acquired for Legacy Allergan employees	16.6	108.2
Acquisition, integration and restructuring related charges	17.5	83.7
Selling and marketing		
Stock-based compensation acquired for Legacy Allergan employees	23.6	86.5
Acquisition, integration and restructuring related charges	5.4	65.9
General and administrative		
Stock-based compensation acquired for Legacy Allergan employees	16.8	243.0
Acquisition-related expenditures	-	65.5
Acquisition, integration and restructuring related charges	65.7	231.4
Other (expense) income		
Bridge loan facilities expense	-	(264.9)
Interest rate lock	-	30.9
Total transaction and integration costs	$ 150.6	$ 1,149.5

Licenses and Asset Acquisitions

Naurex

On August 28, 2015, the Company acquired certain products in early stage development of Naurex, Inc. ("Naurex") in an all-cash transaction of $571.7 million (the "Naurex Transaction") plus future contingent payments of up to $1.15 billion, which was accounted for as an asset acquisition with cash consideration recognized as a component of R&D expenses in the three and nine months ended September 30, 2015. The Company concluded based on the stage of development of the assets, the lack of acquired employees and manufacturing as well as certain other inputs and processes that the transaction did not qualify as a business. The Naurex Transaction expands our pipeline with Naurex's two leading product candidates GLYX-13 and NRX-1074, two compounds that utilize NMDA modulation as a potential new approach to the treatment of Major Depressive Disorder ("MDD"), a disease that can lead to suicidality among the most severe patients.

Migraine License

On August 6, 2015, the Company entered into an agreement with Merck & Co. ("Merck") under which the Company acquired the exclusive worldwide rights to Merck's early development stage investigational small molecule oral calcitonin gene-related peptide receptor antagonists, which are being developed for the treatment and prevention of migraines. This transaction is being accounted for as an asset acquisition. The Company acquired these rights for an upfront charge of $250.0 million which was recognized as a component of R&D expenses in the three and nine months ended September 30, 2015. The Company concluded based on the stage of development of the assets, the lack of acquired employees and manufacturing as well as certain other inputs and processes that the transaction did not qualify as a business. The Company paid $125.0 million in the three and nine months ended September 30, 2015 and the remaining $125.0 million is payable on April 1, 2016. Additionally, Merck will be owed contingent payments based on commercial and development milestones of up to $965.0 million as well as royalties.

Divestitures

Teva

On July 26, 2015, we entered into the Teva Agreement, which is further described in Note 1 - General.

Australia

On May 1, 2015, the Company divested its Australian generics business to Amneal Pharmaceuticals LLC for upfront consideration of $5.0 million plus future royalties, (the "Australia Transaction"). As a result of holding the assets for sale as of March 31, 2015, the Company, as a component of income from discontinued operations, impaired intangible assets of $36.1 million and miscellaneous assets and goodwill allocated to the business of $2.5 million in the nine months ended September 30, 2015. In addition, the Company recognized a loss on the sale of the business of $13.6 million in discontinued operations in the nine months ended September 30, 2015 included in discontinued operations.

Respiratory Business

As part of the Forest Acquisition (defined below), we acquired certain assets that comprised Legacy Forest's branded respiratory business in the U.S. and Canada (the "Respiratory Business"). During the year ended December 31, 2014, we held for sale the respiratory assets of $734.0 million, including allocated goodwill to this unit of $309.1 million. On March 2, 2015, the Company sold the Respiratory Business to AstraZeneca plc ("AstraZeneca") for consideration of $600.0 million upon closing, additional funds to be received for the sale of certain of our inventory to AstraZeneca and low single-digit royalties above a certain revenue threshold. AstraZeneca also paid Allergan an additional $100.0 million and Allergan has agreed to a number of contractual consents and approvals, including certain amendments to the ongoing collaboration agreements between AstraZeneca and Allergan. As a result of the final terms of the agreement, in the nine months ended September 30, 2015, the Company recognized an incremental charge in cost of sales (including the acquisition accounting fair value mark-up of inventory) relating to inventory that will not be sold to AstraZeneca of $35.3 million. The Company recognized a loss in other (expense) income, net for the sale of the business of $5.3 million in the nine months ended September 30, 2015.

Pharmatech

As part of the Forest Acquisition, the Company acquired certain manufacturing plants and contract manufacturing agreements within the business known as Aptalis Pharmaceutical Technologies ("Pharmatech"). In accordance with acquisition accounting, the assets were fair valued on July 1, 2014 as assets held in use, including market participant synergies anticipated under the concept of "highest and best use." During the fourth quarter of 2014, the decision was made to hold these assets for sale as one complete unit, without integrating the unit and realizing anticipated synergies. During the year ended December 31, 2014, the Company recognized an impairment on assets held for sale of $189.9 million (the "Pharmatech Transaction") which included a portion of goodwill allocated to this business unit. In the second quarter of 2015, the Company completed the divestiture of the Pharmatech business.

2014 Transactions

The following are the material transactions that were completed in the year ended December 31, 2014.

Durata Therapeutics

On November 17, 2014, the Company completed its tender offer to purchase all of the outstanding shares of Durata Therapeutics, Inc. ("Durata"), an innovative pharmaceutical company focused on the development and

commercialization of novel therapeutics for patients with infectious diseases and acute illnesses (the “Durata Acquisition”). Allergan purchased all outstanding shares of Durata, which were valued at approximately $724.5 million, including the assumption of debt. Additionally, there is one contingent value right (“CVR”) per share, entitling the holder to receive additional cash payments of up to $5.00 per CVR if certain regulatory or commercial milestones related to Durata’s lead product Dalvance™ are achieved. The CVR had an acquisition date fair value of $49.0 million.

Recognition and Measurement of Assets Acquired and Liabilities Assumed at Fair Value

The Durata Acquisition has been accounted for using the acquisition method of accounting. This method requires that assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date. The following table summarizes the fair values of the tangible and identifiable intangible assets acquired and liabilities assumed at the acquisition date ($ in millions):

	Final Values
Cash and cash equivalents	$ 17.8
Inventory	21.0
IPR&D intangible assets	249.0
Intangible assets	480.0
Goodwill	75.8
Other assets and liabilities	(30.2)
Contingent consideration	(49.0)
Deferred tax liabilities, net	(39.9)
Outstanding indebtedness	(67.0)
Net assets acquired	$ 657.5

IPR&D and Intangible Assets

The fair value of the IPR&D and CMP intangible assets was determined using the IPR&D and Intangible Asset Valuation Technique. The discount rate used to arrive at the present value of CMPs was 9.5% and for IPR&D intangible assets was 10.5% to reflect the internal rate of return and incremental commercial uncertainty in the cash flow projections. No assurances can be given that the underlying assumptions used to prepare the discounted cash flow analysis will not change. For these and other reasons, actual results may vary significantly from estimated results.

Contingent Consideration

At the time of the acquisition, additional consideration was conditionally due to the seller based upon the approval of Dalvance™ in Europe, the approval of a single dose indication or the product reaching certain sales milestones. The Company estimated the acquisition accounting fair value of the contingent consideration to be $49.0 million using a probability weighted approach that considered the possible outcomes based on assumptions related to the timing and probability of the product launch date, discount rates matched to the timing of the payment, and probability of success rates and discount adjustments on the related cash flows. On March 2, 2015, the Company announced that the European Commission has granted Allergan’s subsidiary Durata Therapeutics International B.V., marketing authorization for Xydalba™ (dalbavancin) for the treatment of acute bacterial skin and skin structure infections (ABSSSI) in adults. The approval triggered the first CVR payment. The difference between the fair value of the CVR on the date of acquisition of $24.5 million and the payment made of $30.9 million, or $6.4 million, was recorded as an operating expense in the nine months ended September 30, 2015.

Furiex

On July 2, 2014, the Company acquired Furiex Pharmaceuticals, Inc. ("Furiex") in an all-cash transaction (the "Furiex Acquisition") valued at $1,156.2 million (including the assumption of debt) and up to approximately $360.0 million in a CVR that may be payable based on which controlled substance schedule designation (if any) that eluxadoline, Furiex's lead product, receives following approval (if any), which had an acquisition accounting fair value of $88.0 million on the date of acquisition (included in the value of $1,156.2 million). In the second quarter of 2015, the Company received approval from the FDA of the eluxadoline product, Viberzi®.

Viberzi® is a first-in-class, locally-acting mu opioid receptor agonist and delta opioid receptor antagonist for treating symptoms of diarrhea-predominant irritable bowel syndrome (IBS-d), a condition that affects approximately 28 million patients in the United States and Europe.

In connection with the close of the Furiex Acquisition, the Company further announced that it closed the transaction related to the sale of Furiex's royalties on Alogliptin and Priligy® to Royalty Pharma for $408.6 million in cash consideration.

Contingent Consideration

Additional consideration was conditionally due to the seller based upon the status of eluxadoline as a controlled drug, if any. The Company estimated the acquisition accounting fair value of the contingent consideration to be $88.0 million using a probability weighted approach that considered the possible outcomes based on assumptions related to the timing and probability of the product launch date, discount rates matched to the timing of the payment, and probability of success rates and discount adjustments on the related cash flows.

As of September 30, 2015, Company anticipated scheduling as a C-IV product from the Drug Enforcement Agency ("DEA") for Viberzi® and recognized an expense of $59.3 million and $29.8 million as a component of R&D expense in the three and nine months ended September 30, 2015, respectively, based on the estimated payment to CVR shareholders versus the prior probability weighted outcomes. The final CVR is based on the status of Viberzi®, as a schedule C-IV controlled substance, for $10 in cash for each CVR totaling $118.5 million which is recorded in accrued expenses.

Forest Laboratories

On July 1, 2014, the Company acquired Forest Laboratories, Inc. ("Legacy Forest") for $30.9 billion including outstanding indebtedness assumed of $3.3 billion, equity consideration of $20.6 billion, which includes outstanding equity awards, and cash consideration of $7.1 billion (the "Forest Acquisition"). Under the terms of the transaction, Legacy Forest shareholders received 89.8 million Allergan plc (formerly Actavis plc) ordinary shares, 6.1 million Allergan plc non-qualified stock options and 1.1 million Allergan plc share units. Legacy Forest was a leading, fully integrated, specialty pharmaceutical company largely focused on the United States market. Legacy Forest marketed a portfolio of branded drug products and developed new medicines to treat patients suffering from diseases principally in the following therapeutic areas: central nervous system, cardiovascular, gastrointestinal, respiratory, anti-infective, and cystic fibrosis. A portion of the assets acquired are being divested as part of the Teva Transaction.

Assets Acquired and Liabilities Assumed at Fair Value

The transaction has been accounted for using the acquisition method of accounting. This method requires that assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date. The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date ($ in millions):

	Final Values
Cash and cash equivalents	$ 3,424.2
Accounts receivable	496.2
Inventories	1,455.8
Other current assets	261.2
Current assets held for sale	87.1
Property, plant and equipment, net	221.1
Other long-term assets	84.1
IPR&D intangible assets	1,362.0
Intangible assets	11,515.5
Goodwill	16,403.6
Current liabilities	(1,372.1)
Deferred tax liabilities, net	(2,277.3)

Other taxes payable	(618.4)
Other long-term liabilities	(120.0)
Outstanding indebtedness	(3,261.9)
Net assets acquired	$ 27,661.1

In the quarter ended September 30, 2015, the Company noted an out-of-period adjustment in the final valuation of Forest stated in the table above relating to the valuation of an acquired currently marketed product. The Company over valued the asset and undervalued goodwill based on information available as of the acquisition date. The Company corrected this error as of September 30, 2015 by decreasing the value of intangible assets and increasing the value of goodwill by $135.0 million. There was no impact to the statement of operations and the Company did not consider the amount material to prior periods.

Consideration

The total consideration for the Forest Acquisition of $27.7 billion is comprised of the equity value of shares that were outstanding and vested prior to July 1, 2014 of $20.0 billion, the portion of outstanding equity awards deemed to have been earned as

of July 1, 2014 of $568.1 million and cash of $7.1 billion. The portion of outstanding equity awards deemed not to have been earned of $570.4 million as of July 1, 2014 will be expensed over the remaining future vesting period, including $26.6 million and $114.4 million in the three and nine months ended September 30, 2015, respectively and $206.7 million in the three and nine months ended September 30, 2014.

Inventories

The fair value of inventories acquired included an acquisition accounting fair market value step-up of $1,036.3 million. In the three and nine months ended September 30, 2015, the Company recognized $15.4 million and $202.0 million, respectively, as a component of cost of sales as the inventory acquired on July 1, 2014 was sold to the Company's customers in addition to a write-off associated with the Respiratory Sale. Included in cost of sales for the three and nine months ended September 30, 2014, was $479.5 million as the inventory acquired on July 1, 2014 was sold to the Company's customers. These amounts include $14.3 million and $26.7 million related to discontinued operations in the nine months ended September 30, 2015 and 2014, respectively.

Included in finished goods inventory as of September 30, 2015 was $42.6 million, relating to the remaining fair value step-up associated with the Forest Acquisition.

Acquisition-Related Expenses

As a result of the Forest Acquisition, the Company incurred the following transaction and integration costs in the three and nine months ended September 30, 2015 ($ in millions):

	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Cost of sales		
Stock-based compensation acquired for Forest employees	$ 0.9	$ 3.6
Severance-related charges	-	1.1
Research and development		
Stock-based compensation acquired for Forest employees	5.5	30.0
Severance-related charges	0.4	9.2
Selling and marketing		
Stock-based compensation acquired for Forest employees	9.4	37.8
Severance-related charges	0.4	17.3
General and administrative		
Stock-based compensation acquired for Forest employees	10.7	43.0
Other integration charges	17.9	47.6

Severance-related charges	1.7	19.2
Total transaction and integration costs	$ 46.9	$ 208.8

As a result of the transaction, the Company incurred the following transaction and integration costs in the three and nine months ended September 30, 2014 ($ in millions):

	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2014
Cost of sales		
Stock-based compensation acquired for Forest employees	$ 6.1	$ 6.1
Severance-related charges	7.6	7.6
Research and development		
Stock-based compensation acquired for Forest employees	38.8	38.8
Severance-related charges	19.1	19.1
Selling and marketing		
Stock-based compensation acquired for Forest employees	37.9	37.9
Severance-related charges	38.8	42.2
Other integration costs	1.6	3.4
General and administrative		
Stock-based compensation acquired for Forest employees	123.9	123.9
Severance-related charges	49.1	59.3
Other integration costs	53.6	80.5
Financing related charges	0.6	9.3
Other income (expense)		
Bridge loan facilities	2.8	25.8
Total transaction and integration costs	$ 379.9	$ 453.9

Western European Divestiture

During the year ended December 31, 2013, the Company held for sale its then current commercial infrastructure in France, Italy, Spain, Portugal, Belgium, Germany and the Netherlands, including products, marketing authorizations and dossier license rights. On April 1, 2014, the Company divested the assets in Western Europe to Aurobindo Pharma Limited for a loss of $20.9 million which is included as a component of income from discontinued operations.

2013 Transactions

The following are the material transactions that were completed in the year ended December 31, 2013.

Warner Chilcott

On October 1, 2013, the Company acquired Warner Chilcott plc ("Warner Chilcott") in a stock for stock transaction for a value, including the assumption of debt, of $9.2 billion (the "Warner Chilcott Acquisition"). Warner Chilcott was a leading specialty pharmaceutical company focused on the women's healthcare, gastroenterology, urology and dermatology segments of the branded pharmaceuticals market, primarily in North America.

Inventories

In the nine months ended September 30, 2015, the Company recognized $1.9 million of fair value step-up as a component of cost of sales as the inventory acquired on October 1, 2013 was sold to the Company's customers. In the three and nine months ended September 30, 2014, the Company recognized $13.8 million and $223.3 million as a component of cost of sales, respectively, as the inventory acquired on October 1, 2013 was sold to the Company's third party customers. These amounts include zero and $11.4 million relating to the discontinued operations in the nine months ended September 30, 2015 and 2014, respectively.

NOTE 5 — Discontinued Operations

Global Generics Business

On July 27, 2015, the Company announced that it entered into the Teva Transaction. Under the Teva Agreement, Teva will acquire Allergan's global generics business, including the U.S. and international generic commercial units, our third-party supplier Medis, our global generic manufacturing operations, our global generic R&D unit, our international over-the-counter (OTC) commercial unit (excluding OTC eye care products) and some established international brands.

Allergan will retain its global branded pharmaceutical and medical aesthetics businesses, as well as its biosimilars development programs, certain over the counter products, and the Anda Distribution business. The Company will also have continuing involvement with Teva after the close of the transaction. As a result of the Teva Transaction, the Company will hold equity in Teva, continue to distribute Teva products through our Anda Distribution segment as well as purchase product manufactured by Teva for sale in our US Brands segment as part of ongoing transitional service and contract manufacturing agreements.

Financial results of the global generics business are presented as "Income from discontinued operations" on the Consolidated Statements of Operations for the three and nine months ended September 30, 2015 and 2014; and assets and liabilities of the global generics business to be disposed of are presented as "Current assets held for sale", "Non current assets held for sale", “Current liabilities held for sale” and “Long term liabilities held for sale” on the Consolidated Balance Sheet as of September 30, 2015 and December 31, 2014.

The following table presents key financial results of the global generics business included in "Income from discontinued operations" for the three and nine months ended September 30, 2015 and 2014 ($ in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Third party revenues	$1,365.4	$1,532.3	$4,570.0	$4,682.1
Related party sales	65.1	57.8	198.9	179.7
Net revenues	1,430.5	1,590.1	4,768.9	4,861.8
Operating expenses:				
Cost of sales (excludes amortization and impairment of acquired intangibles including product rights)	775.8	757.7	2,296.1	2,280.8
Research and development	98.9	115.2	317.4	352.7
Selling and marketing	121.1	167.0	429.0	482.5
General and administrative	191.7	144.4	493.6	372.8
Amortization	33.7	168.6	326.7	528.5
In-process research and development impairments	-	-	-	1.3
Asset sales and impairments, net	3.2	7.3	54.1	18.0
Total operating expenses	1,224.4	1,360.2	3,916.9	4,036.6
Operating income	206.1	229.9	852.0	825.2
Other (expense) income, net	-	2.5	(8.4)	(14.2)
(Benefit) / provision for income taxes	(5,951.3)	113.1	(5,804.3)	286.7
Net income from discontinued operations	$6,157.4	$119.3	$6,647.9	$524.3

Related party revenues represent the sale of products to the Company's Anda Distribution segment.

For the period ended September 30, 2015, the company recorded a deferred tax benefit of $5,985.4 million related to investments in certain subsidiaries as our intention is not to hold these subsidiaries indefinitely. The recognition of this benefit has been reflected in income from discontinued operations, net of tax with the deferred tax asset reflected in current deferred tax assets on the balance sheet.

The following table presents the aggregate carrying amounts of the major classes of assets and liabilities related to the global generics business to be disposed of ($ in millions):

	September 30, 2015	December 31, 2014
Assets:		
Accounts receivable, net	$ 1,955.8	$ 1,493.3
Inventories	1,163.1	1,098.8
Prepaid expenses and other current assets	314.9	254.6
Current deferred tax assets	354.7	23.3
Property, plant and equipment, net	1,333.7	1,347.5
Investments and other assets	35.0	82.1
Non-current deferred tax assets	124.2	72.7
Product rights and other intangibles	2,992.1	3,091.8
Goodwill	6,093.3	3,655.9
Total assets	$ 14,366.8	$ 11,120.0
Liabilities:		
Accounts payable and accrued expenses	$ 1,357.9	$ 1,403.8
Income taxes payable	38.7	16.5
Current deferred tax liabilities	39.4	6.3
Debt and capital leases	6.6	12.6
Deferred revenue	16.5	21.7
Other long-term liabilities	87.2	108.8
Other taxes payable	70.0	102.7
Long-term deferred tax liabilities	473.1	308.1
Total liabilities	$ 2,089.4	$ 1,980.5

Depreciation and amortization was ceased upon the determination that the held for sale criteria were met, which was the announcement date of the Teva Transaction. The depreciation, amortization and significant operating and investing non-cash items of the discontinued operations were as follows ($ in millions):

	Nine Months Ended September 30,	
	2015	2014
Depreciation from discontinued operations	$84.7	$124.8
Amortization from discontinued operations	326.7	528.5
Capital expenditures	182.6	126.0
Deferred taxes	(6,301.6)	(138.7)

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NOTE 6 – Assets Held For Sale

The following represents net assets held for sale ($ in millions):

	September 30, 2015	December 31, 2014
Accounts receivable, net	$ -	$ 17.7
Inventories	-	161.5
Prepaid expenses and other assets	9.0	161.3
Intangible assets	-	453.0
Goodwill	-	309.1
Impairment on assets held for sale	-	(189.6)
Total assets held for sale	$ 9.0	$ 913.0
Accounts payable and accrued expenses	$ -	$ 25.9
Total liabilities held for sale	$ -	$ 25.9
Assets from the Teva Transaction	14,366.8	11,120.0
Liabilities from the Teva Transaction	2,089.4	1,980.5
Net assets held for sale	$ 12,286.4	$ 10,026.6

As of September 30, 2015, the Company had the followings assets held for sale:

- Total assets of $14,366.8 million and total liabilities of $2,089.4 million relating to the Teva Transaction. For further details refer to Note 5 – Discontinued Operations.
- Properties acquired in the Forest Acquisition.
- Facilities in Irvine, California.

As of December 31, 2014, the Company included the following assets held for sale:

- Total assets of $11,120.0 million and total liabilities of $1,980.5 million relating to the Teva Transaction. For further details refer to Note 5 – Discontinued Operations.
- Certain intangible assets and related inventory for products sold under the respiratory therapeutic unit. The book value of the respiratory assets held for sale was $734.0 million as of December 31, 2014, including allocated goodwill to this unit included within US Brands of $309.1 million. The transaction closed on March 2, 2015.
- Assets in connection with the Pharmatech Transaction, which included assets held for sale of $97.2 million and liabilities held for sale of $25.9 million. The transaction closed in the second quarter of 2015.
- Properties acquired in the Forest Acquisition including:
- Commack, Long Island - $46.4 million
- St. Louis, Missouri - $20.4 million
- Hauppauge, New York - $14.8 million

NOTE 7 — Share-Based Compensation

The Company recognizes compensation expense for all share-based compensation awards made to employees and directors based on the fair value of the awards on the date of grant. A summary of the Company’s share-based

compensation plans is presented below.

Equity Award Plans

The Company has adopted several equity award plans which authorize the granting of options, restricted shares, restricted stock units and other forms of equity awards of the Company's ordinary shares, subject to certain conditions.

The Company grants awards with the following features:

- Time-based vesting restricted stock awards;
- Performance-based restricted stock awards measured to the EBITDA, as defined, of the Company or other performance-based targets defined by the Company;
- Performance-based restricted stock awards measured to the Total Stockholders Return, compared to pre-defined metrics;
- Non-qualified options to purchase outstanding shares; and
- Cash-settled awards recorded as a liability. These cash settled awards are based on pre-established earnings per share, total shareholder returns and cost savings targets.

Option award plans require options to be granted at the fair value of the shares underlying the options at the date of the grant and generally become exercisable over periods ranging from three to five years. Each option granted expires ten years from the date of the grant. Restricted stock awards are grants that entitle the holder to ordinary shares, subject to certain terms. Restricted stock unit awards are grants that entitle the holder the right to receive an ordinary share, subject to certain terms. Restricted stock and restricted stock unit awards (both time-based vesting and performance-based vesting) generally have restrictions eliminated over a one to four year vesting period. Restrictions generally lapse for non-employee directors after one year. Certain restricted stock units are performance-based awards issued at a target number with the actual number of restricted shares issued ranging based on achievement of the performance criteria. The Company's equity award plans include the acquired awards from the Allergan Acquisition ("2015 Acquired Awards") and the acquired awards from the Forest Acquisition ("2014 Acquired Awards"). During the fourth quarter, the Company acquired awards as part of the Kythera Acquisition.

Fair Value Assumptions

All restricted stock and restricted stock units (whether time-based vesting or performance-based vesting), are granted and expensed, using the fair value per share on the applicable grant date, over the applicable vesting period. Non-qualified options to purchase ordinary shares are granted to employees at exercise prices per share equal to the closing market price per share on the date of grant. The fair value of non-qualified options is determined on the applicable grant dates using the Black-Scholes method of valuation and that amount is recognized as an expense over the vesting period. Using the Black-Scholes valuation model, the fair value of options is based on the following assumptions:

	2015 Grants	2015 Acquired Awards	2014 Grants	2014 Acquired Awards
Dividend yield	0 %	0 %	0 %	0 %
Expected volatility	26.0 - 29.0%	26.0 %	29.0 %	28.0 %
Risk-free interest rate	1.9-2.1%	0.1-2.1%	1.9 – 2.2%	0 - 2.1 %
Expected term (years)	7.0 - 7.5	up to 6.9	7.5	up to 6.4

Share-Based Compensation Expense

Share-based compensation expense recognized in the Company's results of operations for the three months ended September 30, 2015 and 2014 were as follows ($ in millions):

	Three Months Ended September 30,	
	2015	2014
Equity based compensation awards	$109.8	$228.2
Cash-settled equity awards in connection with the Allergan Acquisition	-	-
Cash-settled equity awards in connection with the Furiex Acquisition	-	16.6
Non equity-settled awards other	20.4	-
Total stock-based compensation expense	$130.2	$244.8

Share-based compensation expense recognized in the Company's results of operations for the nine months ended September 30, 2015 and 2014 was as follows ($ in millions):

	Nine Months Ended September 30,	
	2015	2014
Equity-based compensation awards	$510.5	$259.4
Cash-settled equity awards in connection with the Allergan Acquisition	127.1	-
Cash-settled equity awards in connection with the Furiex Acquisition	-	16.6
Non equity-settled awards other	20.4	-
Total stock-based compensation expense	$658.0	$276.0

Included in the equity-based compensation awards for the three months ended September 30, 2015 is the impact of accelerations and step-ups relating to the acquisition accounting treatment of outstanding awards acquired in the Allergan and Forest Acquisitions of $44.6 million and $18.2 million, respectively. Included in the equity-based compensation awards for the nine months ended September 30, 2015 is the impact of accelerations and step-ups relating to the acquisition accounting treatment of outstanding awards acquired in the Allergan and Forest Acquisitions of $269.8 million and $89.1 million, respectively. Included in the three and nine months ended September 30, 2014, was $206.7 million of stock-based compensation inclusive of a $194.1 million of a step-up relating to the acquisition accounting treatment of outstanding awards acquired in the Forest Acquisition.

Unrecognized future stock-based compensation expense was $775.1 million as of September 30, 2015, including $376.0 million from the Allergan Acquisition and $147.1 million from the Forest Acquisition. This amount will be recognized as an expense over a remaining weighted average period of 1.9 years. Stock-based compensation is being amortized and charged to operations over the same period as the restrictions are eliminated for the participants, which is generally on a straight-line basis.

Share Activity

The following is a summary of equity award activity for unvested restricted stock and stock units in the period from December 31, 2014 through September 30, 2015:

(in millions, except per share data)	Shares	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (Years)	Aggregate Grant Date Fair Value
Restricted shares / units outstanding at December 31, 2014	2.1	$148.79	1.3	$ 312.5

Granted	0.4	323.92		129.6
Vested	(0.9)	(140.77)		(126.7)
Assumed as part of the Allergan Acquisition **	0.5	218.47		102.8
Forfeited	(0.1)	(142.96)		(12.8)
Restricted shares / units outstanding at September 30, 2015	2.0	$ 202.68	1.9	$ 405.4

** Assumed as part of the Allergan Acquisition for the pro rata portion representing future compensation as of March 17, 2015.

The following is a summary of equity award activity for non-qualified options to purchase ordinary shares in the period from December 31, 2014 through September 30, 2015:

(in millions, except per share data)	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding, December 31, 2014	5.4	$93.96	7.3	$858.9
Granted	0.2	300.43		
Exercised	(2.0)	(124.52)		
Assumed as part of the Allergan Acquisition**	7.0	103.63		
Cancelled	(0.4)	(130.86)		
Outstanding, September 30, 2015	10.2	$125.03	6.9	$1,498.9
Vested and expected to vest at September 30, 2015	9.6	$124.28	6.8	$1,422.4

** Assumed as part of the Allergan Acquisition for the pro rata portion representing future compensation as of March 17, 2015.

NOTE 8 — Reportable Segments

In the third quarter of 2015, there was a strategic shift in the business as a result of the Teva Transaction. As a result, the continuing operations was realigned to reflect the segments as US Brands, US Medical Aesthetics, International Brands and Anda Distribution. Prior to the realignment, the Company operated and managed its business as five distinct operating segments: US Brands, US Medical Aesthetics, International Brands, Global Generics, and Anda Distribution.

Under the new organizational structure being reported, the Company organized its business into four operating segments: US Brands, US Medical Aesthetics, International Brands and Anda Distribution. In addition, certain revenues and shared costs and the results of corporate initiatives are being managed outside of the four segments. The new operating segments are organized as follows:

- The US Brands segment includes sales and expenses relating to branded products within the United States, including certain Botox® therapies.
- The US Medical Aesthetics segment includes sales and expenses relating to aesthetics and dermatology products within the United States, including certain Botox® therapies.
- The International Brands segment includes sales and expenses relating to products sold outside of the United States.

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The Anda Distribution segment includes distribution of generic and branded pharmaceutical products manufactured by third parties, as well as by the Company, primarily to independent pharmacies, pharmacy chains, pharmacy buying groups and physicians' offices. The Anda Distribution segment operating results exclude sales of products developed, acquired, or licensed by the US Brands, US Medical Aesthetics and International Brands segments. As the generics business is now reported within discontinued operations, the Anda Distribution segment includes revenues and expenses related to Company manufactured generics products sold through Anda.

The Company evaluates segment performance based on segment contribution. Segment contribution for segments represents net revenues less cost of sales (excluding amortization and impairment of acquired intangibles including product rights), selling and marketing expenses, and select general and administrative expenses. The Company does not evaluate the following items at the segment level:

- Revenues and operating expenses within cost of sales (excluding amortization and impairment of acquired intangibles including product rights), selling and marketing expenses, and general and administrative expenses that result from the impact of corporate initiatives. Corporate initiatives primarily include integration, restructuring, acquisition and other shared costs.
- General and administrative expenses that result from shared infrastructure, including expenses located within the United States.
- Total assets including capital expenditures.

- Other select revenues and operating expenses including R&D expenses, amortization, IPR&D impairments and asset sales and impairments, net as not all such information has been accounted for at the segment level, or such information has not been used by all segments.

The Company defines segment net sales as product sales and other revenue derived from branded products or licensing agreements. In March 2015, as a result of the Allergan Acquisition, we began to promote Restasis®, Lumigan®/Ganfort®, Alphagan®/Combigan®, Botox®, fillers, other aesthetic products and other eye care products. In July 2014, as a result of the Forest Acquisition, the Company also began recognizing revenues on key US brands, including, but not limited to, Bystolic ®, Canasa®, Carafate®, Fetzima ®, Linzess ®, Namenda IR® (which lost exclusivity in July 2015), Namenda XR®, Saphris®, Teflaro® and Viibryd®.

Cost of sales within segment contribution includes production and packaging costs for the products we manufacture, third party acquisition costs for products manufactured by others, profit-sharing or royalty payments for products sold pursuant to licensing agreements, inventory reserve charges and excess capacity utilization charges, where applicable. Cost of sales does not include amortization or impairment costs for acquired product rights or other acquired intangibles.

Selling and marketing expenses consist mainly of personnel-related costs, product promotion costs, distribution costs, professional service costs, insurance, depreciation and travel costs.

General and administrative expenses consist mainly of personnel-related costs, facilities costs, transaction costs, insurance, depreciation, litigation and settlement costs and professional services costs which are general in nature and attributable to the segment.

Segment net revenues, segment operating expenses and segment contribution information consisted of the following for the three months ended September 30, 2015 and 2014 ($ in millions):

	Three Months Ended September 30, 2015									
	US Brands		US Medical Aesthetics		International Brands		Anda Distribution		Total	
Net revenues	$2,391.3		$ 457.3		$ 660.6		$ 576.0		$4,085.2	
Operating expenses:										
Cost of sales[1]	290.2		27.7		112.5		495.5		925.9	
Selling and marketing	409.8		89.2		155.8		36.3		691.1	
General and administrative	26.9		7.8		41.0		11.0		86.7	
Segment Contribution	$1,664.4		$ 332.6		$ 351.3		$ 33.2		$2,381.5	
Contribution margin	69.6	%	72.7	%	53.2	%	5.8	%	58.3	%
Corporate									608.7	
Research and development									1,260.5	
Amortization									1,560.2	
In-process research and development impairments									300.0	
Asset sales and impairments, net									(4.4)	
Operating (loss)									(1,343.5)	
Operating margin									(32.9)%	

(1) Excludes amortization and impairment of acquired intangibles including product rights.

	Three Months Ended September 30, 2014									
	US Brands		US Medical Aesthetics		International Brands		Anda Distribution		Total	
Net revenues	$1,592.7		$ -		$ 57.8		$ 500.3		$2,150.8	
Operating expenses:										
Cost of sales[1]	253.1		-		24.7		422.6		700.4	
Selling and marketing	315.3		-		10.2		34.7		360.2	
General and administrative	36.9		-		5.2		9.1		51.2	
Segment Contribution	$987.4		$ -		$ 17.7		$ 33.9		$1,039.0	
Contribution margin	62.0	%	0.0	%	30.6	%	6.8	%	48.3	%
Corporate									1,034.4	
Research and development									276.6	
Amortization									705.0	
In-process research and development impairments									305.0	
Asset sales and impairments, net									-	
Operating (loss)									(1,282.0)	
Operating margin									(59.6)%	

(1) Excludes amortization and impairment of acquired intangibles including product rights.

The following is a reconciliation of net revenues for the operating segments to the Company's net revenues for the three months ended September 30, 2015 and 2014 ($ in millions):

	Three Months Ended September 30,	
	2015	2014
Segment net revenues	$4,085.2	$2,150.8
Corporate revenues	3.7	-
Net revenues	$4,088.9	$2,150.8

No other country represents ten percent or more of net revenues outside of the United States. The US Brands, US Medical Aesthetics, and Anda Distribution segments are comprised solely of sales within the United States.

Segment net revenues, segment operating expenses and segment contribution information consisted of the following for nine months ended September 30, 2015 and 2014 ($ in millions):

	Nine Months Ended September 30, 2015				
	US Brands	US Medical Aesthetics	International Brands	Anda Distribution	Total
Net revenues	$6,669.4	$ 1,023.9	$ 1,496.4	$ 1,678.4	$10,868.1
Operating expenses:					
Cost of sales[1]	831.0	66.8	263.6	1,437.7	2,599.1
Selling and marketing	1,241.2	200.9	394.2	111.4	1,947.7
General and administrative	113.2	21.7	83.4	30.7	249.0
Segment Contribution	$4,484.0	$ 734.5	$ 755.2	$ 98.6	$6,072.3
Contribution margin	67.2 %	71.7 %	50.5 %	5.9 %	55.9 %
Corporate					2,251.8
Research and development					1,927.9
Amortization					3,866.1
In-process research and development impairments					497.6
Asset sales and impairments, net					3.1
Operating (loss)					(2,474.2)
Operating margin					(22.8)%

(1) Excludes amortization and impairment of acquired intangibles including product rights.

	Nine Months Ended September 30, 2014				
	US Brands	US Medical Aesthetics	International Brands	Anda Distribution	Total
Net revenues	$2,719.0	$ -	$ 124.3	$ 1,480.1	$4,323.4
Operating expenses:					
Cost of sales[1]	390.1	-	35.7	1,250.2	1,676.0
Selling and marketing	467.6	-	33.4	100.4	601.4
General and administrative	78.9	-	6.3	25.7	110.9
Segment Contribution	$1,782.4	$ -	$ 48.9	$ 103.8	$1,935.1
Contribution margin	65.6 %	0.0 %	39.3 %	7.0 %	44.8 %
Corporate					1,522.9
Research and Development					368.6
Amortization					1,192.2
In-process research and development impairments					320.0

Asset sales and impairments, net	(5.3)
Operating (loss)	(1,463.3)
Operating margin	(33.8)%

(1) Excludes amortization and impairment of acquired intangibles including product rights.

The following is a reconciliation of net revenues for the operating segments to the Company's net revenues for the nine months ended September 30, 2015 and 2014 ($ in millions):

	Nine Months Ended September 30,	
	2015	2014
Segment net revenues	$10,868.1	$4,323.4
Corporate revenues	5.4	(0.1)
Net revenues	$10,873.5	$4,323.3

No other country represents ten percent or more of net revenues outside of the United States. The US Brands, US Medical Aesthetics, and Anda Distribution segments are comprised solely of sales within in the United States.

The following tables present global net revenues for the top products of the Company for the three and nine months ended September 30, 2015 and 2014 ($ in millions):

	Three Months Ended September 30,					
	Global		U.S.		International	
	2015	2014	2015	2014	2015	2014
Botox®	$604.5	$-	$435.7	$-	$168.8	$-
Restasis®	328.3	-	312.8	-	15.5	-
Namenda® IR	54.9	307.0	54.9	307.0	-	-
Namenda XR®	214.5	120.6	214.5	120.6	-	-
Fillers	167.6	-	89.7	-	77.9	-
Lumigan®/Ganfort®	157.9	-	71.7	-	86.2	-
Bystolic®	155.7	138.6	155.3	138.1	0.4	0.5
Asacol®/Delzicol®	157.2	153.7	141.9	135.2	15.3	18.5
Alphagan®/Combigan®	120.8	-	81.4	-	39.4	-
Linzess®/Constella®	117.5	80.0	117.5	79.7	-	0.3
Viibryd®/Fetzima®	84.5	66.4	84.5	66.4	-	-
Lo Loestrin®	90.8	71.6	89.8	70.8	1.0	0.8
Breast Implants	64.4	-	32.5		31.9	-
Estrace® Cream	87.4	66.7	87.4			