

TEVA PHARMACEUTICAL INDUSTRIES LTD

Form F-4

September 16, 2008

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**As filed with the Securities and Exchange Commission on September 15, 2008**

**Registration No. 333-**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form F-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**TEVA PHARMACEUTICAL INDUSTRIES LIMITED**

*(Exact name of registrant as specified in its charter and translation of registrant's name into English)*

**Israel**  
*(State or other jurisdiction  
of incorporation)*

**2834**  
*(Primary Standard Industrial  
Classification Code Number)*

**N/A**  
*(IRS Employer  
Identification No.)*

**5 Basel Street  
P.O. Box 3190  
Petach Tikva 49131  
Israel  
972-3-926-7267**

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

**Teva Pharmaceuticals USA, Inc.  
1090 Horsham Road  
North Wales, Pennsylvania 19454-1090  
Attention: William S. Marth  
(215) 591-3000**

*(Address, including zip code, and telephone number, including area code, of agent for service)*

*With copies to:*

**Peter H. Jakes**  
**Jeffrey S. Hochman**  
**Willkie Farr & Gallagher LLP**  
**787 Seventh Avenue**  
**New York, New York 10019-6099**  
**(212) 728-8000**

**Gary I. Horowitz**  
**Simpson Thacher & Bartlett LLP**  
**425 Lexington Avenue**  
**New York, New York 10017-3954**  
**(212) 455-2502**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared effective and all other conditions to the merger described in this proxy statement/prospectus are satisfied or waived.

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

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

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Unit</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Ordinary shares, par value NIS 0.10 each, of Teva Pharmaceutical Industries Limited	74,608,022	N/A	\$3,223,656,544	\$ 126,690

(1) Based upon the estimated maximum number of ordinary shares (which will trade in the United States in the form of American Depositary Shares, which may be evidenced by American Depositary Receipts) of Teva Pharmaceutical Industries Limited that may be issuable in connection with the merger in exchange for shares of Barr Pharmaceuticals, Inc. common stock, based on the maximum number of shares of Barr common stock exchangeable in the merger, calculated as 74,608,022, which represents (i) the sum of (a) 109,406,326 shares of Barr common stock outstanding on September 10, 2008, and (b) 9,547,790 shares of Barr common stock issuable upon exercise or conversion of outstanding options, stock appreciation rights and warrants that may be exercised prior to the closing of the merger and (ii) multiplied by the stock exchange ratio of 0.6272. Teva ordinary shares which may be issued upon the exercise of Barr stock options exercised after the effective date of the merger will be registered under a separate Registration Statement on Form S-8.

- (2) Estimated solely for the purpose of calculating the registration fee and computed pursuant to Rules 457(f)(1) and 457(c) under the Securities Act of 1933, as amended, the proposed maximum aggregate offering price is (A) the product of multiplying 118,954,116 shares of Barr common stock exchangeable in the merger, as determined in note (1) above, by \$67.00, the average of the high and low sale prices of Barr common stock on the New York Stock Exchange on September 12, 2008, less (B) the anticipated \$4,746,269,228.40 of cash consideration to be paid by Teva Pharmaceutical Industries Limited to the holders of Barr common stock in the merger. The cash consideration was calculated as (i) 118,954,116 shares of Barr common stock exchangeable in the merger as determined in note (1) and (ii) multiplied by the cash consideration of \$39.90.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**Information contained in this proxy statement/prospectus is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under securities laws of such jurisdiction.**

**Subject to completion, dated September 15, 2008**

**225 Summit Avenue  
Montvale, New Jersey 07645**

, 2008

Dear Shareholder:

You are cordially invited to attend a special meeting of shareholders of Barr Pharmaceuticals, Inc. ( Barr ), a Delaware corporation, to be held at a.m., local time, on , , 2008, at . Enclosed are a Notice of Special Meeting of Shareholders, a proxy statement/prospectus and a proxy relating to Barr 's special meeting.

At the special meeting, you will be asked to consider and vote upon a proposal described in the proxy statement/prospectus to approve a merger agreement that sets forth the terms of a merger of Barr and a wholly owned subsidiary of Teva Pharmaceutical Industries Limited. Under the merger agreement, you will have the right to receive for each Barr share you own \$39.90 in cash and 0.6272 Teva ADSs.

The Teva ADSs are quoted on the NASDAQ Global Select Market System of the Nasdaq Stock Market under the symbol TEVA. The merger consideration of \$39.90 and 0.6272 Teva ADSs per share represented a premium of approximately 42.0% over the closing price of Barr common stock on July 16, 2008, the last trading day in the U.S. before the initial news media reports regarding a possible transaction between Barr and Teva, and represented a premium of approximately 52.8% over the average closing price of Barr common stock for the 30 previous trading days ending on July 16, 2008. On , 2008, the closing price for a Teva ADS was \$ .

The board of directors of Barr has unanimously determined the merger to be advisable and fair to and in the best interests of Barr and its shareholders and approved the merger agreement. **The board of directors unanimously recommends that you vote FOR the adoption of the merger agreement at the special meeting.**

**We cannot complete the merger unless the merger agreement is adopted by the affirmative vote of a majority of the shares of Barr common stock outstanding as of the record date. Detailed information concerning the proposed merger is set forth in the accompanying proxy statement/prospectus, which you are urged to read carefully and in its entirety. In particular, you should consider the Risk Factors beginning on page 21.**

The accompanying proxy statement/prospectus explains (among other things) the proposed merger, provides the notice of appraisal rights required by Delaware law and provides specific information concerning the special meeting. **Please read those materials carefully and in their entirety.**

We look forward to welcoming those shareholders who are able to be present at the meeting; however, whether or not you plan to attend in person it is important that your shares be represented. Accordingly, after reading the proxy

statement/prospectus, please return your proxy, by completing, dating, signing and returning the enclosed proxy in the prepaid envelope or by submitting your proxy by telephone or by the Internet, to ensure that your shares will be represented. **Your shares cannot be voted unless you submit your proxy by telephone or by the internet, sign, date and return the enclosed proxy, or attend the special meeting in person. The failure to vote in person or by proxy will have the same effect as a vote against the merger.** If you have any questions about the merger or need assistance voting your shares, please call Innisfree M&A Incorporated, which is assisting Barr, toll-free at (877) 717-3930 in the U.S. and Canada. (Banks, brokers and callers from other countries may call collect at (212) 750-5833.)

Sincerely yours,

Bruce L. Downey  
*Chairman and Chief Executive Officer*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the ADSs or ordinary shares described in this proxy statement/prospectus or passed on the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

This proxy statement/prospectus is dated \_\_\_\_\_, 2008, and is being first mailed to shareholders on or about \_\_\_\_\_, 2008.

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**Barr Pharmaceuticals, Inc.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
To Be Held , 2008**

A special meeting of shareholders of Barr Pharmaceuticals, Inc. will be held at a.m., local time, on , at .

The special meeting is being held for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated July 17, 2008, by and among Barr, Teva and a wholly owned subsidiary of Teva, Boron Acquisition Corp., under which Barr will merge with and into Boron Acquisition Corp. and Boron Acquisition Corp. will survive the merger as a wholly owned subsidiary of Teva;
2. To approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the meeting to adopt the merger agreement; and
3. To transact such other business as may properly come before the meeting.

The accompanying proxy statement/prospectus describes the merger agreement and the proposed merger in detail and is intended to be used at the special meeting and any adjournments or postponements thereof.

**Barr's board of directors unanimously recommends that Barr shareholders vote FOR the adoption of the merger agreement.**

The board of directors has set the close of business on , 2008, as the record date for determining shareholders entitled to receive notice of the meeting and to vote at the meeting and any adjournments or postponements thereof. Only holders of record of Barr's common stock at the close of business on such date are entitled to receive notice of and to vote at the special meeting or at any adjournment or postponement thereof. A list of shareholders eligible to vote at the special meeting will be available for inspection at the special meeting, and at the executive offices of Barr during regular business hours for a period of no less than ten days prior to the special meeting.

Under Delaware law, Barr shareholders of record who do not vote in favor of the merger have the right to exercise appraisal rights in connection with the merger and obtain payment in cash of the fair value of their shares of common stock as determined by the Delaware Chancery Court rather than the merger consideration. To exercise your appraisal rights, you must strictly follow the procedures prescribed by Delaware law. These procedures are summarized in the accompanying proxy statement/prospectus. In addition, the text of the applicable provisions of Delaware law is included as Annex C to the accompanying proxy statement/prospectus.

The following are eligible for admission to the special meeting:

all shareholders of record at the close of business on , 2008;

persons holding proof of beneficial ownership as of the record date, such as a letter or account statement from the person's broker;

persons who have been granted proxies; and

such other persons that we, in our sole discretion, may elect to admit.

All persons wishing to be admitted must present photo identification. Thank you for your participation.

By order of the board of directors,

Frederick J. Killion  
*Corporate Secretary*

, 2008

**YOUR VOTE IS IMPORTANT.**

**Please return your proxy as soon as possible, whether or not you expect to attend the special meeting in person.**

**You may submit your proxy by telephone or through the Internet by following the instructions on the enclosed proxy or voting form or by completing, dating and signing the enclosed proxy card and returning it in the enclosed postage prepaid envelope. You may revoke your proxy at any time before the special meeting. If you attend the special meeting and vote in person, your proxy vote will be revoked.**

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**REFERENCE TO ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about Barr and Teva from other documents filed with the Securities and Exchange Commission that are not included in or delivered with this document. You can obtain documents related to Barr and Teva that are incorporated by reference to this document, without charge, by requesting them in writing or by telephone from the appropriate company.

Barr Pharmaceuticals, Inc.  
Investor Relations  
225 Summit Avenue  
Montvale, New Jersey 07645  
Phone: (201) 930-3306  
Fax: (201) 930-3314  
E-mail: [ir@barrlabs.com](mailto:ir@barrlabs.com)

Teva Pharmaceutical Industries Limited  
Investor Relations  
5 Basel Street  
P.O. Box 3190  
Petach Tikva 49131 Israel  
Telephone: 972-3-926-7554  
Fax: 972-3-926-7519  
E-mail: [ir@teva.co.il](mailto:ir@teva.co.il)

1090 Horsham Road  
North Wales, PA 19454  
Telephone: (215) 591-8912  
Fax: (215) 591-8836  
E-mail: [kevin.mannix@tevausa.com](mailto:kevin.mannix@tevausa.com)

Please note that copies of the documents provided to you will not include exhibits, unless the exhibits are specifically incorporated by reference into the documents or this proxy statement/prospectus.

**In order to receive timely delivery of requested documents in advance of the special meeting, you should make your request no later than , 2008.**

You may also obtain copies of these documents, without charge, from the website maintained by the U.S. Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).

**See Where You Can Find More Information beginning on page 104.**

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**QUESTIONS AND ANSWERS ABOUT THE MERGER**

*The following are some questions that you, as a shareholder of Barr, may have regarding the merger and the other matters being considered at the shareholder meeting and the answers to those questions. We urge you to read carefully the remainder of this proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the shareholder meeting. Additional important information is also contained in the annexes to and the documents incorporated by reference in this proxy statement/prospectus.*

**About the Merger**

***What is the proposed transaction for which I am being asked to vote?***

You are being asked to vote to approve the merger agreement entered into among Teva, Barr and a newly formed subsidiary of Teva, Boron Acquisition Corp. Under the merger agreement, Barr will merge with and into Boron Acquisition Corp., with Boron Acquisition Corp. surviving the merger as a wholly owned subsidiary of Teva.

***What will I receive for my Barr shares in the merger?***

You will receive, with respect to each share of Barr common stock you own, \$39.90 in cash and 0.6272 Teva American Depositary Shares, which we refer to throughout this proxy statement/prospectus as Teva ADSs, for each share of Barr common stock you own.

You will not receive any fractional Teva ADSs in the merger. Instead, Teva will pay you cash for any fractional Teva ADSs you would otherwise receive.

Based upon the closing price of a Teva ADS on the NASDAQ Global Select Market System of the Nasdaq Stock Exchange on July 16, 2008, the consideration for each outstanding share of Barr common stock for Barr shareholders represented a premium of approximately 42.0% over the closing price of Barr common stock on July 16, 2008, the last trading day in the U.S. before the initial news media reports regarding a possible transaction between Barr and Teva, and represented a premium of approximately 52.8% over the average closing price of Barr common stock for the 30 previous trading days ending on July 16, 2008.

***What vote is required for adoption of the merger agreement?***

The merger agreement must be adopted by a majority of the outstanding shares of Barr common stock entitled to vote at the special meeting. Therefore, if you abstain or fail to vote, it will have the same effect as voting against the adoption of the merger agreement. You are entitled to vote on the merger agreement if you held Barr common stock at the close of business on the record date, which is . On the record date, shares of Barr common stock were outstanding and entitled to vote. The merger is not subject to a vote of Teva's shareholders.

***How does Barr's board of directors recommend that I vote my shares?***

Barr's board of directors unanimously recommends that you vote **FOR** the proposal to adopt the merger agreement.

***Are Barr shareholders entitled to appraisal rights?***

Yes. Under Delaware law, holders of Barr common stock that meet certain requirements will have the right to dissent from the merger and obtain payment in cash for the fair value of their shares of Barr common stock, as determined by the Delaware Chancery Court, rather than the merger consideration. To exercise appraisal rights, Barr shareholders must strictly follow the procedures prescribed by Delaware law. These procedures are summarized under the section entitled "The Merger - Appraisal Rights" beginning on page 53. In addition, the text of the applicable appraisal rights provisions of Delaware law is included as Annex C to this proxy statement/prospectus.

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***Can the value of the transaction change between now and the time the merger is completed?***

Yes. The value of the portion of the merger consideration comprised of Teva ADSs can change. The exchange ratio is a fixed exchange ratio, meaning that Barr shareholders will receive 0.6272 of a Teva ADS for each share of Barr common stock owned plus \$39.90 in cash regardless of the trading price of Teva ADSs on the effective date of the merger. The market value of the Teva ADSs that Barr shareholders will receive in the merger will increase or decrease as the trading price of Teva's ADSs increases or decreases, and, therefore, may be different at the time the merger is completed than it was at the time the merger agreement was signed or at the time of the special meeting. There can be no assurance as to the market price of Teva ADSs at any time prior to the completion of the merger or at any time thereafter. Barr shareholders are urged to obtain current trading prices for Teva ADSs.

***After the merger, how much of the combined company will Barr shareholders own?***

Based on the number of shares outstanding on July 16, 2008, the last trading day in the U.S. before the initial news media reports regarding a possible transaction between Barr and Teva, Barr shareholders are expected to own approximately 7.3% of Teva after completion of the merger.

***What will happen to Barr's outstanding options and stock appreciation rights in the merger?***

Each outstanding option to acquire shares of Barr common stock and each stock appreciation right granted on Barr common stock (other than any options held by non-employee members of Barr's board of directors) will be canceled by Barr, and the holder of each canceled option or stock appreciation right will be entitled to receive from Teva an amount equal to the product of the excess, if any, of \$66.50 over the option's or stock appreciation right's exercise price per share of Barr common stock, multiplied by the total number of shares of common stock subject to such award.

Each outstanding option to acquire shares of Barr common stock that is held by any non-employee member of the board of directors will be assumed by Teva and converted into an option to acquire Teva ADSs, based upon a formula provided in the merger agreement.

***What are the United States federal income tax consequences of the merger for me?***

The merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Assuming the merger qualifies as a reorganization under U.S. federal income tax laws, a U.S. holder of Barr common stock, who exchanges all of such holder's Barr shares for a combination of Teva ADSs and cash, will generally recognize gain (but not loss) in an amount equal to the lesser of (1) the amount of gain realized and (2) the amount of cash received in the merger.

For a more detailed description of the tax consequences of the exchange of Barr common stock in the merger, please see "U.S. Federal Income Tax Considerations" beginning on page 89.

***Why is Barr proposing the transaction to its shareholders?***

Barr's board of directors believes that the combination of Barr and Teva will provide substantial financial and strategic benefits to the shareholders of Barr. To review the reasons for the merger in greater detail, see the section entitled "The Merger Recommendation of Barr's Board of Directors; Reasons for the Merger" beginning on page 35.

***When do you expect the merger to be completed?***



We expect to complete the merger promptly after we receive Barr shareholder approval at the special meeting and after we receive all necessary regulatory approvals. We currently anticipate closing to occur in late 2008. Because the merger is subject to shareholder and governmental approvals, we cannot predict the exact timing of its completion.

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***If the merger is completed, when can I expect to receive the merger consideration for my shares of Barr common stock?***

As soon as reasonably practicable after the effective time of the merger, Teva will cause an exchange agent to mail to you a letter of transmittal and instructions for use by you in effecting your exchange of Barr common stock for the merger consideration. After receiving the proper documentation from you, the exchange agent will forward to you the cash and Teva ADSs to which you are entitled under the merger agreement. More information on the documentation you are required to deliver to the exchange agent may be found under the section entitled "The Merger – Manner and Procedure for Exchanging Shares of Barr Common Stock; No Fractional Shares" beginning on page 51. Barr shareholders will not receive any fractional Teva ADSs. Instead, they will receive cash, without interest, for any fractional Teva ADSs they otherwise would have received in the merger.

***What happens if the merger is not completed?***

If the merger agreement is not adopted by the Barr shareholders or if the merger is not completed for any other reason, Barr shareholders will not receive any payment for their shares in connection with the merger. Instead, Barr will remain an independent public company and Barr's common stock will continue to be listed and traded on the NYSE. Under specified circumstances, Barr may be required to pay Teva a termination fee as described under the section entitled "The Merger Agreement – Termination Fee" beginning on page 68.

***What happens if I sell my shares before the special meeting?***

The record date of the special meeting is earlier than the special meeting and the date that the merger is expected to be completed. If you transfer your shares of Barr common stock after the record date but before the special meeting, you will retain your right to vote at the special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through completion of the merger.

**About the Special Meeting**

***When and where will the special meeting of Barr shareholders be held?***

The special meeting of Barr shareholders will be held at \_\_\_\_\_, on \_\_\_\_\_, 2008, at \_\_\_\_\_ a.m., local time.

***If my shares are held in \_\_\_\_\_ street name by my broker, will my broker vote my shares for me?***

You should instruct your broker to vote your shares, following the directions your broker provides. If you do not instruct your broker, your broker will generally not have the discretion to vote your shares without your instructions.

Because the proposals in this proxy statement/prospectus submitted to Barr shareholders require an affirmative vote of a majority of the outstanding shares of Barr common stock for adoption, these so-called "broker non-votes" by Barr shareholders will have the same effect as votes cast against the merger agreement.

***If my shares are held through the Barr Employee Stock Purchase Plan, how will my shares be voted?***

You should vote any shares held in a Barr Employee Stock Purchase Plan account by completing the materials sent to you by the custodian for that account. If you do not respond to these materials and properly give your custodian voting instructions, the custodian will not have discretion to vote the shares on your behalf. Because the adoption of the merger agreement requires an affirmative vote of a majority of the outstanding shares of Barr common stock as of the

close of business on the record date, failure to instruct your custodian how to vote any shares held by you in the Barr Employee Stock Purchase Plan account will have the same effect as votes cast against the merger agreement.

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***What vote of Barr's shareholders is required to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies?***

The proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of the outstanding shares of Barr common stock present or represented by proxy at the special meeting and entitled to vote on the matter.

***How will the Barr representatives vote for me?***

The Barr representatives, Bruce L. Downey and Frederick J. Killion, or anyone else they choose as their substitutes, have been chosen to vote in your place as your proxies at the special meeting or any adjournment thereof. Whether you vote by proxy card, Internet or telephone, the Barr representatives will vote your shares as you instruct them. If you sign and send in your proxy card and do not indicate how you want your shares voted, the Barr representatives will vote as Barr's board of directors recommends. If there is an interruption or adjournment of the special meeting before the agenda is completed, the Barr representatives may still vote your shares when the meeting resumes. If a broker, bank or other nominee holds your common stock, they will ask you for instructions and instruct the Barr representatives to vote the shares held by them in accordance with your instructions.

***What do I need to do now?***

After carefully reading and considering the information contained in or incorporated by reference into this proxy statement/prospectus, please fill out and sign the proxy card, and then mail your signed proxy card in the enclosed prepaid envelope as soon as possible so that your shares may be voted at the special meeting. Barr's board of directors unanimously recommends that you vote **FOR** the proposal to approve the merger agreement. You may also submit your proxy by telephone or through the Internet (for telephone and internet voting instructions, see the section entitled "How to Vote" beginning on page 28). Your proxy card will instruct the persons named on the card to vote your shares at the shareholder meeting as you direct on the card. If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be voted as Barr's board of directors recommends. If Barr shareholders do not vote or abstain, it will have the same effect as a vote against the merger agreement.

**YOUR VOTE IS VERY IMPORTANT.**

***May I change my vote after I have mailed my signed proxy card?***

You may change your vote at any time before your proxy is voted at the special meeting. You can do this in one of four ways. First, you can submit a proxy by telephone or through the Internet at a later time following instructions on the enclosed proxy card. Second, you can sign, date and return a later-dated proxy card to the Corporate Secretary of Barr at the following address:

Frederick J. Killion  
Corporate Secretary  
Barr Pharmaceuticals, Inc.  
225 Summit Avenue  
Montvale, New Jersey 07645

Third, you can send a written notice stating that you want to revoke your proxy. Fourth, you can attend the special meeting and vote in person. Simply attending the meeting, however, will not revoke your proxy; you must vote at the meeting in order to do so.

If you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote.

*Should I send in my stock certificates now?*

No. After the merger is completed, you will receive written instructions for exchanging your stock certificates.

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***Risks and How to Get More Information***

***Are there any risks related to owning Teva ADSs?***

Yes. You should carefully review the section entitled "Risk Factors" beginning on page 21 of this proxy statement/prospectus.

***What should Barr shareholders do if they receive more than one set of voting materials for the special meeting?***

You may receive more than one set of voting materials for the special meeting, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. Please complete, sign, date and return each proxy card and voting instruction card that you receive. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card.

***Who pays for this solicitation?***

The expense of filing, printing and mailing this proxy statement/prospectus and the accompanying material will be borne equally by Barr and Teva. In addition, Barr has engaged Innisfree M&A Incorporated to assist in the solicitation of proxies for the special meeting for a fee of approximately \$25,000, a nominal fee per shareholder contact, reimbursement of reasonable out-of-pocket expenses and indemnification against certain losses, costs and expenses. Barr will bear the costs related to the solicitation of proxies in connection with the special meeting.

***Who can help answer my questions?***

If you have any questions about the merger or if you need additional copies of this proxy statement/prospectus, the enclosed proxy or the form of election, you should contact our proxy solicitor or investor relations department:

Innisfree M&A Incorporated  
501 Madison Avenue, 20th Floor  
New York, NY 10022  
Toll-free Telephone: (877) 717-3930 (in the U.S.) (Banks, brokers and callers from other countries may call collect at (212) 750-5833)

or

Barr Pharmaceuticals, Inc.  
225 Summit Avenue  
Montvale, New Jersey 07645  
Attention: Senior Vice President, Investor Relations and Corporate Communications  
Telephone: (201) 930-3306  
Fax: (201) 930-3314  
E-mail: ir@barrlabs.com

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**SUMMARY**

*This summary is not intended to be complete and is qualified in all respects by the more detailed information appearing elsewhere in this proxy statement/prospectus. Shareholders are urged to review carefully the entire proxy statement/prospectus and the other information incorporated by reference. See also the section entitled "Where You Can Find More Information."*

**Barr shareholders are to receive Teva shares and cash (page 30).**

Each share of your Barr common stock will be converted into the right to receive:

\$39.90 in cash, without interest; and

0.6272 ordinary shares of Teva, which will trade in the United States in the form of ADSs.

You will not receive any fractional Teva ADSs in the merger. Instead of any fractional ADSs, a cash payment will be made to you, representing the value of the aggregate fractional Teva ADSs that you otherwise would be entitled to receive.

**Comparative market prices and share information (page 18).**

Barr's common stock is listed and traded on the New York Stock Exchange under the symbol BRL. Teva ordinary shares have been listed on the Tel Aviv Stock Exchange since 1951. Teva ADSs are admitted to trading on NASDAQ under the symbol TEVA. Teva is part of the NASDAQ Global Select Market. Each ADS represents one Teva ordinary share.

On July 16, 2008, the last trading day in the U.S. before the initial news media reports regarding a possible transaction between Barr and Teva, the closing price of Barr common stock on the New York Stock Exchange was \$46.82 per share and the closing price of Teva ADSs on NASDAQ was \$42.41 per ADS. The merger consideration of \$39.90 and 0.6272 Teva ADSs per share represented a premium of approximately 42.0% over the closing price of Barr common stock on July 16, 2008, and represented a premium of approximately 32.0% over the average daily closing price of Barr common stock for the 52-week period ended on July 16, 2008.

On \_\_\_\_\_, 2008, the most recent practicable trading day prior to the printing of this proxy statement/prospectus, the closing price of Barr common stock was \$ \_\_\_\_\_ per share and the closing price of Teva ADSs was \$ \_\_\_\_\_ per ADS. We urge you to obtain current market quotations for both Barr common stock and Teva ADSs.

**The Barr board of directors unanimously recommends that you vote FOR the merger (page 35).**

The Barr board of directors unanimously recommends that Barr shareholders vote FOR adoption of the merger agreement and approval of the merger. On July 17, 2008, the Barr board of directors unanimously:

determined that the merger, the terms of the merger and the related transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Barr and its shareholders;

approved the merger agreement, the merger and other transactions contemplated by the merger agreement; and

resolved to recommend that its shareholders vote in favor of the proposal to approve the merger agreement.

**The Barr board of directors has received an opinion from Barr's financial advisor (page 39).**

In connection with the merger, Barr's financial advisor, Banc of America Securities LLC, referred to as Banc of America Securities, delivered to the Barr board of directors a written opinion, dated July 17, 2008, as to the fairness, from a financial point of view and as of the date of the opinion, of the merger consideration to be received by holders of Barr common stock. The full text of the written opinion, dated July 17, 2008, of Banc of America Securities, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex B to this proxy statement/prospectus and is incorporated by reference in this proxy statement/prospectus in its entirety. **Banc of America Securities provided**



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**its opinion to the Barr board of directors for the benefit and use of the Barr board of directors in connection with and for purposes of its evaluation of the merger consideration from a financial point of view. Banc of America Securities' opinion does not address any other aspect of the merger and does not constitute a recommendation to any shareholder as to how to vote or act in connection with the proposed merger.**

**The transaction will qualify as a reorganization under the U.S. Internal Revenue Code (page 90).**

The consummation of the merger is conditioned upon the receipt by Barr and Teva of opinions from their respective counsel that the merger will be treated as a reorganization within the meaning of Section 368(a) of the U.S. Internal Revenue Code. These opinions will be subject to certain assumptions, limitations and qualifications, and will be based upon the accuracy of certain factual representations of Barr and Teva. Furthermore, these opinions will be based upon currently existing provisions of the U.S. Internal Revenue Code, existing Treasury regulations thereunder and current administrative rulings and court decisions, all of which are subject to change. In the event tax counsel were unable to deliver the tax opinions, the merger would not be consummated unless the conditions requiring the delivery of the tax opinions were waived.

Assuming that the merger qualifies as a reorganization under U.S. federal income tax laws, a U.S. holder of Barr common stock generally will not recognize any gain or loss under U.S. federal income tax laws on the exchange of Barr common stock for Teva ADSs. A U.S. holder generally will recognize gain, but not loss, on cash received in exchange for the holder's Barr common stock.

**There are differences between the rights of Barr shareholders and Teva shareholders (page 77).**

After the merger, Barr shareholders will have their rights as holders of Teva ADSs governed by the deposit agreement, as amended, among Teva, The Bank of New York Mellon, as depositary, and the holders from time to time of ADSs. The rights of the shares of Teva underlying the ADSs are governed by the memorandum and the articles of association of Teva, as amended, as well as the Israeli Companies Law. There are differences between Barr's governing documents, on the one hand, and Teva's governing documents and the deposit agreement, on the other hand, as well as between the applicable governing laws. As a result, a Barr shareholder will have different rights as a Teva shareholder than as a Barr shareholder. The main differences have been summarized in this proxy statement/prospectus under Comparative Rights of Barr and Teva Shareholders.

**Dissenting Barr shareholders have appraisal rights (page 53).**

Under Delaware law, shareholders of Barr can exercise appraisal rights in connection with the merger. A shareholder that does not vote in favor of the merger proposal and complies with all of the other necessary procedural requirements will have the right to dissent from the merger and to seek appraisal of the fair value of their Barr common stock, exclusive of any element of value arising from the expectation or accomplishment of the merger.

**The interests of some Barr executive officers and directors in the merger may differ from yours (page 47).**

When considering the recommendation by the Barr board of directors to vote FOR the merger agreement, you should be aware that certain executive officers and members of the board of directors of Barr have certain interests in connection with the merger that are different from, and may conflict with, your interests as a shareholder. The board of directors of Barr was aware of and considered these interests when it considered and approved the merger agreement and the merger.

Existing employment and severance agreements with certain executive officers of Barr provide for benefits upon a change in control, including severance payments due if the executive officer's employment is terminated within a

certain amount of time following the consummation of a change in control . A change in control will occur upon a shareholder vote approving the transaction and consummation of the merger, and amounts will become payable upon a departure of an employee following closing. In addition, all outstanding unvested options and stock appreciation rights, including those held by executive officers and directors, will immediately vest in full upon a vote of the holders of a majority of Barr 's outstanding common stock in favor of the merger.

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Teva has agreed to continue certain indemnity agreements of certain existing and former directors, officers and employees of Barr. In addition, for six years following the merger, Teva will maintain the indemnification provisions for officers and directors contained in Barr's charter documents.

On the record date, which is \_\_\_\_\_, 2008, the directors and executive officers of Barr, and their affiliates, beneficially owned approximately \_\_\_\_\_ shares of Barr common stock, which represented approximately \_\_\_\_\_ % of the outstanding shares of Barr common stock as of the record date. In addition, some of the directors and executive officers of Barr may sell their shares of Barr stock for tax and other reasons following the filing of this proxy statement and prior to the completion of the merger.

**A variety of governmental approvals must be obtained prior to the consummation of the merger (page 64).**

*U.S. Antitrust Filing.* Teva and Barr each filed notification of the proposed transaction with the U.S. Federal Trade Commission and the Antitrust Division of the U.S. Department of Justice, pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended ( HSR Act ). Each party subsequently received a request for additional information (commonly referred to as a second request ) from the U.S. FTC in connection with the pending acquisition. The parties have been cooperating with the FTC staff since shortly after the announcement of the transaction and intend to continue to cooperate with the FTC to obtain HSR clearance as promptly as possible. The effect of the second request is to extend the HSR waiting period until thirty days after the parties have substantially complied with the request, unless that period is terminated sooner by the FTC.

*E.C. Antitrust Filing And Other Approvals.* Teva and Barr are preparing to file notification with the European Commission ( EC ). The parties are in discussions with the EC and they expect to file in the near term. Teva and Barr are also preparing filings in a limited number of other jurisdictions.

Teva and Barr have agreed to use their reasonable best efforts to obtain prompt termination of the waiting period under the HSR Act (as well as any other required waiting periods under other applicable antitrust law). If any objections are asserted by any governmental entity with respect to the merger or if any litigation or proceedings are instituted by a governmental entity challenging the merger under applicable antitrust laws, or if any order is issued enjoining the merger under applicable antitrust laws, Teva and Barr have agreed to use reasonable best efforts to contest and resist any such action or proceeding and to have vacated, lifted, reversed or overturned any decree, judgment, injunction or other order that is in effect and that prohibits, prevents or restricts consummation of the merger and the transactions contemplated thereby.

Each of Teva and Barr have agreed to take all actions necessary to resolve any such objections or suits so as to permit consummation of the merger and the transactions contemplated thereby, including, without limitation, selling, holding separate or otherwise disposing of or conducting its business in a manner which would resolve such objections or suits or agreeing to sell, hold separate, divest or otherwise dispose of or conduct its business in a manner which would resolve such objections or suits or permitting the sale, holding separate, divestiture or other disposition of, any of its assets or the assets of its subsidiaries or the conducting of its business in a manner which would resolve such objections or suits, provided that any obligation to make a divestiture on the part of Barr may be conditioned upon closing of the merger.

However, neither Teva nor Barr are required to make or agree to make a divestiture or to take or agree to take any action, that, individually or together with any other such actions, would reasonably be expected to have a material adverse effect on the financial condition, business, assets or results of operations of Barr and its subsidiaries, taken as a whole, or an effect of similar magnitude (in terms of absolute effect and not proportion) on Teva and its subsidiaries. Such material adverse effect would occur in the event that they were required to divest assets that in the aggregate generated net sales of \$500 million or more during the period between July 1, 2007 to June 30, 2008, which sum

would be calculated by adding the net sales for all products of Barr, Teva and their respective subsidiaries that would be required to be included in such divestiture, subject to certain exceptions.

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**The obligations of Barr and Teva to close the merger are subject to a number of conditions (page 65).**

The obligations of Barr and Teva to complete the merger are conditioned upon:

the other party's representations and warranties being true and correct, except for failures that individually or in the aggregate would not reasonably be expected to have a material adverse effect on that party;

the other party having complied in all material respects with its obligations under the merger agreement; and

the absence of any material adverse effect on the other party's financial condition, business or results of operations taken as a whole.

In addition, Barr's and Teva's obligations are further conditioned on the following:

the approval of the merger and the merger agreement by Barr's shareholders;

the absence of any law, regulation, judgment, injunction or other order prohibiting consummation of the merger or the other transactions contemplated by the merger agreement;

the waiting period applicable to the merger under the HSR Act having expired or terminated and all required approvals by the European Commission and the Competition Bureau of Canada applicable to the merger, if any, having been obtained or any applicable waiting period under applicable European and Canadian competition laws or regulations having expired or been terminated;

all applicable foreign antitrust filings and approvals from governmental entities having been obtained at or prior to the effective time of the merger, except, in the case of these other filings or approvals, if the failure to obtain them would not be reasonably expected to have a material adverse effect on Barr or Teva;

the registration statement, of which this proxy statement/prospectus forms a part, having been declared effective and no stop order having been issued by the U.S. Securities and Exchange Commission, which we refer to as the SEC, and all Israeli securities-related authorizations necessary to carry out the transactions contemplated by the merger agreement having been obtained; and

receipt by each party from its respective legal counsel of a legal opinion to the effect that the merger will be treated for United States federal income tax purposes as a reorganization within the meaning of Section 368(a) of the U.S. Internal Revenue Code.

The parties do not believe that approval of the Competition Bureau of Canada will be required.

**Under certain circumstances Barr and Teva may terminate the merger agreement (page 66).**

The merger agreement may be terminated and the merger may be abandoned at any time prior to the completion of the merger by mutual written consent of Barr and Teva. The merger agreement also may be terminated by either Barr or Teva:

if the merger is not completed by March 31, 2009, subject to extension for three months if the condition to closing with respect to the HSR Act, applicable European and Canadian competition laws or other foreign antitrust filings or approvals, and other governmental filings or approvals has not yet been satisfied but is being pursued diligently and in good faith;

if the shareholders of Barr fail to approve the merger agreement and the transactions contemplated by the merger agreement at the special meeting or at any adjournment or postponement thereof; or

if any governmental authority permanently restrains, enjoins or otherwise prohibits the consummation of the merger.

Additionally, Barr may terminate the merger agreement if:

prior to the Barr shareholder meeting, the board of directors of Barr determines in good faith, after consulting with its outside legal counsel and financial advisor, that a bona fide unsolicited acquisition proposal is a superior proposal. However, Barr may not take any such action relative to the superior proposal until at least three business days following Teva's receipt of written notice that states that Barr has received a superior

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proposal and specifies the material terms and conditions of the superior proposal. If requested by Teva, Barr will negotiate in good faith with Teva to make adjustments to the terms and conditions of the merger agreement such that the unsolicited acquisition proposal is no longer a superior proposal; or

prior to the effective time of the merger, Teva breaches a representation, warranty, covenant or agreement such that Barr's closing conditions are not satisfied and that breach is either not capable of being cured or has not been cured by the earlier of (a) within twenty days after written notice of such breach is given by Barr to Teva or (b) the termination date.

If the merger agreement is terminated under certain circumstances, including if Barr terminates the agreement to enter into an agreement with respect to a third party acquisition proposal and enters into a definitive agreement with respect to, or consummates a transaction contemplated by, an acquisition proposal within 12 months of such termination, Barr must pay Teva a termination fee of \$200 million. See The Merger Agreement Termination and Other Fees for a complete discussion of the circumstances in which Barr would be required to pay Teva's expenses or the termination fee.

Teva may terminate the merger agreement if, at any time prior to the effective time of the merger:

prior to the Barr shareholder meeting, the board of directors of Barr determines in good faith, after consulting with its outside legal counsel and financial advisor, that a bona fide unsolicited acquisition proposal is a superior proposal and either recommends the proposal to Barr shareholders or adopts an agreement relating to the proposal;

prior to the Barr shareholder meeting, the board of directors of Barr withholds, withdraws, qualifies or modifies its recommendation that the shareholders of Barr approve the merger agreement and the transactions contemplated by the merger agreement;

Barr or the board of directors of Barr approves or recommends to Barr's shareholders that they tender their shares in any other tender or exchange offer or if Barr or the board of directors of Barr fails to send to the shareholders, within ten business days after the commencement of any tender or exchange offer, a statement that Barr and its board of directors recommends that the shareholders reject, and do not tender their shares in such tender or exchange offer;

prior to consummating or engaging in any business combination or other transaction with or involving Barr or any of its affiliates as a result of, or pursuant to which, any person becomes or would become an interested shareholder (within the meaning of the Delaware General Corporation Law), the board of directors of Barr approves such business combination or other transaction such that such person would not be deemed to be an interested shareholder;

Barr announces its intention to do any of the above; or

Barr breaches a representation, warranty, covenant or agreement contained in the merger agreement such that Teva's closing conditions are not satisfied and that breach is either not capable of being cured or has not been cured by the earlier of (a) within twenty days after written notice of such breach is given by Teva to Barr or (b) the termination date.

**Barr has agreed not to solicit third party acquisition proposals (page 62).**

Subject to certain exceptions, the merger agreement precludes Barr and its subsidiaries or any Barr officer, director, employee, agent or representative from initiating, soliciting, knowingly encouraging or otherwise knowingly facilitating, directly or indirectly, any inquiries or the making of any proposal or offer, with respect to:

any merger, reorganization, share exchange, business combination, recapitalization, consolidation, liquidation, dissolution or similar transaction involving Barr or any of its subsidiaries;

any sale, lease, exchange, transfer or purchase of the assets or equity securities of Barr or any of its subsidiaries, in each case comprising 20% or more in value of Barr and its subsidiaries; or



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any purchase or sale of, or tender offer or exchange offer for, 20% or more of the outstanding shares of Barr common stock.

**Teva ADSs are traded on NASDAQ (page 53).**

Teva ADSs received by Barr shareholders in the merger will be traded on NASDAQ. After completion of the merger, the shares of Barr common stock will no longer be listed or traded.

**Information about the companies.**

***Teva Pharmaceutical Industries Limited.***

Investor Relations

5 Basel Street

P.O. Box 3190

Petach Tikva 49131 Israel

Telephone: 972-3-926-7554

Fax: 972-3-926-7519

E-mail: ir@teva.co.il

Teva is a global pharmaceutical company that develops, produces and markets generic drugs covering all major treatment categories. It is the leading generic drug company in the world, as well as in the United States, in terms of total and new prescriptions. Teva also has a significant and growing innovative pharmaceutical business, whose principal products are Copaxone® for multiple sclerosis and Azilect® for Parkinson's disease, as well as an expanding proprietary specialty pharmaceutical business, which consists primarily of respiratory products. Teva's active pharmaceutical ingredient (API) business sells to third-party manufacturers and provides significant vertical integration to Teva's own pharmaceutical production.

Teva's global operations are conducted in North America, Europe, Latin America, Asia and Israel. Teva has operations in more than 50 countries, as well as 36 pharmaceutical manufacturing sites in 16 countries, 17 generic R&D centers operating mostly within certain manufacturing sites and 18 API manufacturing sites around the world. During the first six months of 2008, Teva generated approximately 56% of its sales in North America, 29% in Europe and 15% in the rest of the world (primarily Latin America and Israel).

*Generic Pharmaceutical Products.* Teva Pharmaceuticals USA, Inc. (Teva USA), Teva's principal U.S. subsidiary, is the leading generic drug company in the United States. Teva USA markets over 300 generic products in more than 1,000 dosage strengths and packaging sizes.

Teva is one of the leading generic pharmaceutical companies in Europe, with operations in 29 countries. Through its European subsidiaries, Teva manufactures approximately 450 generic products representing over 4,000 dosage strengths and packaging sizes, which are sold primarily in the United Kingdom, The Netherlands, Hungary, France and Italy. In addition, on July 22, 2008, Teva closed its acquisition of Bentley Pharmaceuticals, Inc., a generic pharmaceuticals company with operations principally in Spain.

Teva's international group includes countries other than the U.S., Canada, EU member states, Norway and Switzerland. During the six months ended June 30, 2008, the international group generated approximately 46% of its sales in Latin America, 29% in Israel, 16% in non-EU member states in the Central and Eastern Europe region and 9% in other countries.

The potential for future sales growth of Teva's generic products lies in its pipeline of pending generic product registrations, as well as tentative approvals already granted. Teva had:

as of August 31, 2008, 144 product applications awaiting final United States Food and Drug Administration (the FDA) approval, including 39 tentative approvals. The branded products covered by these applications had annual U.S. sales of approximately \$97 billion. Of these applications, approximately 85 were Paragraph IV applications. Teva believes it is the first to file on 55 of these 85 applications, whose aggregate annual sales in the U.S. exceeded \$42 billion; and

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as of August 31, 2008, received 695 generic approvals in Europe relating to 109 compounds in 204 formulations, including one EMEA approval valid in all EU member states. In addition, Teva had approximately 3,062 marketing authorization applications pending approval in 30 European countries, relating to 229 compounds in 462 formulations, including five pending applications with the EMEA.

*Proprietary Pharmaceutical Products.* Teva's proprietary research and development pipeline is currently focused primarily on three niche specialty areas: neurological disorders, autoimmune diseases and oncology.

*Copaxone®*, Teva's leading product and its first major innovative drug, is the first non-interferon agent used in the treatment of relapsing-remitting multiple sclerosis. Multiple sclerosis, or MS, is a debilitating autoimmune disease of the central nervous system. Teva launched Copaxone® in Israel in December 1996 and in the United States in March 1997. According to IMS data, in the second quarter of 2008, Copaxone® further augmented its position as the U.S. market leader in both new and total prescriptions, reaching a total prescription share of 38.4% and 35.2%, respectively. Copaxone® has been approved for marketing in 51 countries worldwide, including the United States, Canada, Israel, all EU countries, Switzerland, Australia, Russia, Mexico, Brazil and Argentina.

*Azilect®* (rasagiline tablets), Teva's once-daily treatment for Parkinson's disease and its second innovative drug, is now available in 29 countries. In June 2008, Teva announced the successful completion of ADAGIO, the phase III study designed to demonstrate that Azilect® 1 mg tablets can slow the progression of Parkinson's disease. Teva intends to submit these results to the regulatory authorities in the U.S. and Europe. Based on these results, Azilect® could become the first Parkinson's disease treatment to receive an indication as a pharmaceutical product slowing the progression of Parkinson's disease. It is expected to be submitted during the fourth quarter of 2008.

*Respiratory Products.* Teva is committed to delivering a range of respiratory products for common usage at economical prices. Teva's global respiratory product strategy seeks to extract value out of both the branded and generic environments; it includes branded products that add value by using specific devices, while another part of the portfolio will be able to compete within the generic segment. In the short term, Teva believes it is well positioned to capture opportunities globally, utilizing its current portfolio of respiratory products.

*Specialty Pharmaceutical Products.* Teva is working to leverage its leadership in the global generics arena through expansion into the specialty pharmaceutical products business. In light of the increased role of biopharmaceuticals in the overall pharmaceutical market, Teva has identified biopharmaceuticals—and primarily biogenerics—as a key, long-term growth opportunity for Teva. On February 21, 2008, Teva substantially expanded the capabilities of its biogenerics business by acquiring CoGenesys, Inc., a privately held biopharmaceutical company (since renamed Teva Biopharmaceuticals USA, Inc.) with a broad-based biotechnology platform focused on the development of peptide- and protein-based medicines across broad therapeutic categories.

*Pharmaceutical Production.* Teva operates 34 finished dosage pharmaceutical plants in North America, Latin America, Europe, Israel and China. The plants manufacture solid dosage forms, injectables, liquids, semi-solids and inhalers. During 2007, Teva's plants produced approximately 41 billion tablets and capsules and over 500 million sterile units. Teva's two main manufacturing technologies, solid dosage forms and sterile, are available in North America, Latin America, Europe and Israel. The main manufacturing site for respiratory inhaler products is located in Ireland.

*Active Pharmaceutical Ingredients.* In addition to its production and sale of finished dose pharmaceutical products, Teva manufactures and sells active pharmaceutical ingredients. Teva's API division provides the benefits of vertical integration and also operates a significant third party business. With a leading global market share in many chemicals used in generic pharmaceuticals, Teva's API division offers a high quality, long-term, reliable and cost-effective source

of API.

Teva was incorporated in Israel on February 13, 1944 and is the successor to a number of Israeli corporations, the oldest of which was established in 1901. Its executive offices are located at 5 Basel Street, P.O. Box 3190, Petach Tikva 49131 Israel, telephone number 972-3-926-7267.

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***Boron Acquisition Corp.***

425 Privet Road  
P.O. Box 1005  
Horsham, PA 19044-8005

Boron Acquisition Corp., which we refer to as Merger Sub, is a Delaware corporation and a wholly owned subsidiary of Teva. Merger Sub was organized on July 16, 2008 solely for the purpose of effecting the merger with Barr. It has not carried on any activities other than in connection with the merger agreement.

***Barr Pharmaceuticals, Inc.***

Investor Relations  
225 Summit Avenue  
Montvale, NJ 07645  
Telephone: 201-930-3306  
Fax: 201-930-3314  
E-mail: ir@barrlabs.com

Barr is a global specialty pharmaceutical company that operates in more than 30 countries. Barr's operations are based primarily in North America and Europe, with its key markets being the United States, Croatia, Germany, Poland and Russia. Barr is primarily engaged in the development, manufacture and marketing of generic and proprietary pharmaceuticals and is one of the world's leading generic drug companies. For 2007, which includes the results of operations of PLIVA d.d., Barr's European subsidiary, for the entire period, Barr recorded \$2.3 billion of product sales and \$2.5 billion of total revenues worldwide. In addition, Barr is actively involved in the development of generic biologic products, an area that Barr believes provides significant prospects for long-term earnings and profitability.

*Generics.* Barr markets and sells generic pharmaceutical products in the U.S., Europe and certain other countries in the rest of the world. During 2007, Barr recorded \$1.9 billion of sales of generic pharmaceutical products. Barr conducts its generics business in North America principally through its Barr Laboratories subsidiary and in Europe and certain other countries in the rest of the world through PLIVA and its subsidiaries.

Barr's generic product portfolio includes solid oral dosage forms, injectables, liquids and cream/ointment products. At December 31, 2007, Barr marketed for sale (a) in the U.S., approximately 245 different dosage forms and strengths of approximately 120 different generic pharmaceutical products, including 25 oral contraceptive products, and (b) in Europe and certain other countries in the rest of the world, approximately 255 different molecules, representing 1,025 generic pharmaceutical products in approximately 2,790 different presentations (where one molecule in one market represents a product, and each combination of a formulation and strength represents one presentation).

Barr's generic product development efforts are focused primarily on high barrier-to-entry products for all its markets, utilizing its various drug delivery platforms. To more effectively compete in some European and certain other markets, Barr also develops and in-licenses certain commodity products where Barr can obtain market share based on the efforts of Barr's sales forces in those markets.

*Proprietary Products.* Barr markets and sells proprietary pharmaceutical products primarily in the United States. During 2007, Barr recorded \$438.3 million of sales of proprietary pharmaceutical products. Barr's proprietary business is conducted through Barr's Duramed Pharmaceuticals subsidiary.

Barr's proprietary product portfolio and pipeline is largely concentrated in the area of female healthcare. At December 31, 2007, Barr marketed 26 proprietary pharmaceutical products. These products include, among others: SEASONIQUE® (levonorgestrel/ethinyl estradiol tablets 0.15 mg/0.03 mg and ethinyl estradiol tablets 0.01 mg), Barr's newest generation extended-cycle oral contraceptive product; PLAN B®, Barr's dual-label, over-the-counter (OTC)/Rx emergency contraceptive; PARAGARD® T 380A (intrauterine copper contraceptive), its IUC contraceptive product; MIRCETTE® (Desogestrel and Ethinyl Estradiol), a traditional 28-day oral contraceptive; and its ENJUVIA™ (synthetic conjugated estrogens, B) line of hormone therapy products.

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*Biologics.* Biologic products represent a significant subset of pharmaceutical products and are manufactured with the use of live organisms as opposed to chemical (non-biological) compounds. At December 31, 2007, Barr had several generic biologics products in various stages of development for the U.S. and European markets, including granulocyte colony stimulating factor ( G-CSF ), a protein that stimulates the growth of certain white blood cells. Barr is optimistic about its prospects of becoming a leader in the generic biologics market worldwide, and is actively working with the Congress and the FDA to create a regulatory pathway for generic biologics in the United States.

*General Information.* To supplement its internal efforts in support of its business strategies, Barr continually evaluates business development opportunities that Barr believes will strengthen its product portfolio and help grow its generic, proprietary, and generic biologic businesses. A primary example of this activity is its acquisition of PLIVA.

Barr operates manufacturing, research and development and administrative facilities in five primary locations within the U.S. and three primary locations in Europe. Through its PLIVA acquisition, Barr also develops and manufactures active pharmaceutical ingredients to support its internal product development efforts. Barr's organizational structure reflects the global nature of its business and the sharing of resources between its generic and proprietary businesses. For example, Barr's operating and corporate functions are managed on a global basis, supporting both generic and proprietary activities.

Barr Pharmaceuticals, Inc. is a Delaware holding company that was formed through a reincorporation merger on December 31, 2003. Its predecessor entity, a New York corporation, was formed in 1970 and commenced active operations in 1972. Barr's corporate headquarters are located at 225 Summit Avenue, Montvale, New Jersey 07645, and its main telephone number is 201-930-3300.

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF TEVA**

The selected financial data set forth below for each of the years in the three-year period ended December 31, 2007 and at December 31, 2007 and 2006 are derived from Teva's audited consolidated financial statements and related notes incorporated by reference into this proxy statement/prospectus, which have been prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. The selected financial data for each of the years in the two-year period ended December 31, 2004 and at December 31, 2005, 2004 and 2003 are derived from other audited consolidated financial statements of Teva, which have been prepared in accordance with U.S. GAAP.

The selected unaudited financial data as of and for each of the six month periods ended June 30, 2008 and 2007 are derived from unaudited consolidated financial statements incorporated by reference into this proxy statement/prospectus. Such financial statements include, in Teva's opinion, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results for the unaudited periods. You should not rely on these interim results as being indicative of results Teva may expect for the full year or any other interim period.

The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Teva or the combined company, and you should read the selected historical financial data together with Teva's audited consolidated financial statements and related notes and Operating and Financial Review and Prospects included in Teva's Annual Report on Form 20-F for the year ended December 31, 2007 and Report of Foreign Private Issuer on Form 6-K containing its quarterly results for the quarter ended June 30, 2008 incorporated into this proxy statement/prospectus by reference. See the section entitled "Where You Can Find More Information" for information on where you can obtain copies of these documents.

**Operating Data**

	<b>For the Six Months</b>		<b>For the Year Ended December 31,</b>				
	<b>Ended June 30, 2008</b>	<b>2007</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(Unaudited)</b>						
	<b>U.S. dollars in millions (except earnings per share)</b>						
Net sales	5,395	4,466	9,408	8,408	5,250	4,799	3,276
Cost of sales	2,518	2,186	4,531	4,149	2,770	2,560	1,757
Gross profit	2,877	2,280	4,877	4,259	2,480	2,239	1,519
Research and development	377	272	581	495	369	338	214
Selling, general and administrative expenses	1,183	925	1,901	1,572	799	696	521
Acquisition of research and development in process	382			1,295		597	
Litigation settlement, impairment and restructuring expenses (income)				96		30	(93)
Operating income	935	1,083	2,395	801	1,312	578	877



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Financial expense (income) net	85	36	42	95	4	(26)	5
Income before income taxes	850	1,047	2,353	706	1,308	604	872
Provision for income taxes	161	188	397	155	236	267	181
	689	859	1,956	551	1,072	337	691

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	<b>For the Six Months</b>		<b>For the Year Ended December 31,</b>				
	<b>2008</b>	<b>2007</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(Unaudited)</b>						
	<b>U.S. dollars in millions (except earnings per share)</b>						
Share in profits (losses) of associated companies net	*	*	(3)	(3)	2	(1)	1
Minority interests in profits of subsidiaries net	3	2	1	2	2	4	1
Net income	686	857	1,952	546	1,072	332	691
Earnings per share:(1)							
Basic (\$)	0.88	1.12	2.54	0.72	1.73	0.54	1.29
Diluted (\$)	0.83	1.05	2.38	0.69	1.59	0.50	1.16
Weighted average number of shares (in millions):							
Basic	777	765	768	756	618	613	537
Diluted	836	827	830	805	681	688	609

(1) Historical figures have been adjusted to reflect the two-for-one stock split effected in June 2004.

\* Represents an amount less than \$1 million.

**Balance Sheet Data**