

Actavis plc
Form POS AM
October 01, 2013

As filed with the Securities and Exchange Commission on October 1, 2013.

Registration No. 333-189402

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Post-Effective Amendment No. 1

to

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ACTAVIS PLC

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of

2834
(Primary Standard Industrial

98-1114402
(I.R.S. Employer

incorporation or organization) **Classification Code Number)** **Identification Number)**
70 Sir John Rogerson s Quay
Dublin 2, Ireland
(862) 261-7000

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

Paul M. Bisaro
President and Chief Executive Officer

Actavis, Inc.
Morris Corporate Center III
400 Interpace Parkway
Parsippany, New Jersey 07054
(862) 261-7000

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

With copies to:

| | | | |
|---------------------------------|--------------------------------|-------------------------------|--------------------------------------|
| Charles Ruck, Esq. | David A. Buchen, Esq. | Ryan T. Sullivan, Esq. | Michael Davis, Esq. |
| R. Scott Shean, Esq. | Chief Legal Officer - | General Counsel | H. Oliver Smith, Esq. |
| Stephen B. Amdur, Esq. | Global and Secretary | Warner Chilcott Public | Davis Polk & Wardwell LLP |
| Latham & Watkins LLP | Actavis, Inc. | Limited Company | 450 Lexington Avenue |
| 650 Town Center Drive, | Morris Corporate Center | c/o Warner Chilcott | New York, New York 10017 |
| 20th Floor | III | Corporation | (212) 450-4000 |
| | 400 Interpace Parkway | 100 Enterprise Drive | |
| | Parsippany, NJ 07054 | | |

Costa Mesa, CA
92626-1925

(862) 261-7000

Rockaway, New Jersey
07866

(714) 540-1235

(973) 442-3200

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

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

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.

Registration Number: 333-189402

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

(Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

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

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

EXPLANATORY NOTE

This post effective Amendment No. 1 to Actavis plc's (formerly known as Actavis Limited) Registration Statement on Form S-4 (Registration No. 333-189402) originally filed with the Securities and Exchange Commission on June 18, 2013 (as amended by Amendment No. 1, filed July 31, 2013) (as so amended, the Registration Statement), is being filed for the sole purpose of replacing Exhibit 5.1: Form of Opinion of Matheson, previously filed with the Registration Statement, with a final, executed version of Exhibit 5.1, filed herewith. The Registration Statement is hereby amended, as appropriate, to reflect the replacement of such exhibit. This Registration Statement became effective upon filing with the Commission on July 31, 2013 in accordance with Rule 462(d) under the Securities Act.

Item 21. Exhibits and Financial Statement Schedules.

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

Exhibit

| Number | Exhibit Description |
|---------------|--|
| 2.1* | Transaction Agreement, dated May 19, 2013, by and among Actavis, Inc., Warner Chilcott Public Limited Company, Actavis Limited (now known as Actavis plc), Actavis Ireland Holding Limited, Actavis W.C. Holding LLC (now known as Actavis W.C. Holding Inc.) and Actavis W.C. Holding 2 LLC (now known as Actavis W.C. Holding 2 Inc. (included as Annex A to the joint proxy statement/prospectus that is a part of this registration statement) |
| 2.2* | Part A of Appendix III to Rule 2.5 Announcement (Conditions of the Acquisition and the Scheme) (included as Annex B to the joint proxy statement/prospectus that is a part of this registration statement) |
| 2.3* | Expenses Reimbursement Agreement, dated as of May 19, 2013, by and between Warner Chilcott and Actavis (included as Annex C to the joint proxy statement/prospectus that is a part of this registration statement) |
| 3.1* | Form of Memorandum and Articles of Association of Actavis Limited (now known as Actavis plc) (included as Annex D to the joint proxy statement/prospectus that is a part of this registration statement) |
| 5.1 | Opinion of Matheson as to the validity of the New Actavis ordinary shares |
| 8.1* | Opinion of Davis Polk & Wardwell LLP, relating to tax matters |
| 8.2* | Opinion of Latham & Watkins LLP, relating to tax matters |
| 21.1* | Subsidiaries of Actavis Limited |
| 23.1 | Consent of Matheson (included in Exhibit 5.1) |
| 23.2* | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm for Actavis |
| 23.3* | Consent of KPMG ehf., independent auditors for Actavis Pharma Holding 4 ehf. and Actavis S.à r.l. |
| 23.4* | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm for Warner Chilcott |
| 23.5* | Consent of Davis Polk & Wardwell LLP (included in Exhibit 8.1*) |
| 23.6* | Consent of Latham & Watkins LLP (included in Exhibit 8.2*) |
| 24.1* | Power of Attorney |
| 99.1* | Actavis Pharma Holding 4 ehf. and Actavis S.à r.l. - Audited and Unaudited Combined/Consolidated Financial Statements (incorporated by reference to Exhibit 99.1 to Watson Pharmaceuticals, Inc. s Current Report on Form 8-K filed on September 27, 2012) |
| 99.2* | Consent of BofA Merrill Lynch |
| 99.3* | Consent of Greenhill |

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- 99.4* Consent of Deutsche Bank
- 99.5* List of Relevant Territories for DWT Purposes (included as Annex H to the joint proxy statement/prospectus that is a part of this registration statement)
- 99.6* Form of Proxy Card for Actavis Special Meeting
- 99.7* Form of Proxy Card for Warner Chilcott Court Meeting and Warner Chilcott EGM

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this post-effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Parsippany, State of New Jersey, on the 1st day of October, 2013.

ACTAVIS PLC

By: /s/ David A. Buchen

David A. Buchen
Chief Legal Officer Global and Secretary

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

| Signature | Title |
|--------------------|--|
| * | President and Chief Executive Officer |
| Paul Bisaro | (Principal Executive Officer) |
| * | Chief Financial Officer Global |
| R. Todd Joyce | (Principal Financial Officer) |
| * | Vice President, Chief Accounting Officer |
| James D. Arecca | (Principal Accounting Officer) |
| * | Director |
| Paul Bisaro | |
| * | Director |
| James H. Bloem | |
| * | Director |
| Christopher Bodine | |
| * | Director |
| Tamar Howson | |
| * | Director |

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John A. King

*

Director

Catherine M. Klema

*

Director

Jiri Michal

*

Director

Jack Michelson

*

Director

Patrick O Sullivan

*

Director

Ronald Taylor

*

Director

Andrew Turner

*

Director

Fred G. Weiss

* By: /s/ David A. Buchen

Name: David A. Buchen

Title: Attorney-in-Fact

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