ALLERGAN INC
Form 424B5
March 07, 2013
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-183092

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell nor do they seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion.

Preliminary Prospectus Supplement dated March 7, 2013.

Prospectus Supplement

(To Prospectus dated August 6, 2012)

$

$ % Notes due 2018

$ % Notes due 2023

We are offering $ million aggregate principal amount of % Notes due 2018 (the 2018 notes) and $ million aggregate principal amount of % Notes due 2023 (the 2023 notes and together with the 2018 notes, the notes). Interest on the notes will be payable in cash semiannually in arrears on and of each year, beginning , 2013. The 2018 notes will mature on , 2018, and the 2023 notes will mature on , 2023. The notes will be our senior unsecured obligations and will rank equally with all of our other senior unsecured indebtedness from time to time outstanding. We may redeem some or all of the notes at any time and from time to time at the applicable redemption prices described under Description of Notes Optional Redemption.

Investing in the notes involves risks that are described in the Risk Factors section beginning on page S-4 of this prospectus supplement and in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

	Per 2018 Note	2018 Notes Total	Per 2023 Note	2023 Notes Total
Initial public offering price	%	$	%	$
Underwriting discount	%	$	%	$
Proceeds, before expenses, to us	%	$	%	$

The initial public offering prices set forth above do not include accrued interest, if any. Interest on the notes will accrue from , 2013 and must be paid by the purchasers if the notes are delivered after , 2013.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

The underwriters expect to deliver the notes through the facilities of The Depository Trust Company against payment in New York, New York on , 2013.

Joint Book-Running Managers

Goldman, Sachs & Co. **BofA Merrill Lynch**

Citigroup **J.P. Morgan** **Morgan Stanley**

Prospectus Supplement dated , 2013.

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We have not, and the underwriters have not, authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectuses prepared by or on behalf of us or to which we have referred you. We have not, and the underwriters have not, authorized any other person to provide you with different information. Neither we nor the underwriters take responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement and the accompanying prospectus are an offer to sell only the notes offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement and the accompanying prospectus are current only as of their respective dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

References in this prospectus supplement and accompanying prospectus to Allergan, we, us and our refer to Allergan, Inc., a company incorporated in the state of Delaware, and its direct and indirect subsidiaries, unless the context otherwise requires or is otherwise specified.

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of our offering of the notes. The second part is the accompanying prospectus, which provides more general information, some of which may not be applicable to this offering. This prospectus supplement and the accompanying prospectus include important information about us, the notes and other information you should know before investing. This prospectus supplement also adds, updates and changes information contained in the accompanying prospectus. If there is any inconsistency between the information in this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. Before purchasing the notes, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the additional information about us described under Where You Can Find More Information below.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the United States Securities and Exchange Commission (Commission). Our Commission filings are available to the public over the Internet at the Commission s website at www.sec.gov. You may also read and copy any document we file with the Commission at the Commission s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the public reference rooms.

The Commission allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this prospectus supplement, and the information that we file later with the Commission will automatically update and supersede the information contained in this prospectus supplement. We incorporate by reference the following documents we filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act:

- Annual Report on Form 10-K for the fiscal year ended December 31, 2012; and

- Current Reports on Form 8-K filed with the Commission on January 17, 2013, January 23, 2013, February 5, 2013 (solely with respect to the information filed pursuant to Items 2.05 and 5.02) and March 1, 2013.

Also incorporated by reference into this prospectus supplement and the accompanying prospectus are all documents that we may file with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the filing of this prospectus supplement and the accompanying prospectus and prior to the termination of the offering of notes hereby. These documents include periodic reports, such as annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as proxy statements. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained herein or therein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein or therein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus. We are not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed filed with the Commission, including our compensation committee report and performance graph or any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or certain exhibits furnished pursuant to Item 9.01 of Form 8-K.

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If you are a stockholder, we may have sent you some of the documents incorporated by reference, but you can obtain any of them through us or the Commission. Documents are available from us without charge, excluding all exhibits not specifically incorporated by reference into this prospectus supplement and the accompanying prospectus. You may request a copy of these documents by writing or telephoning us at the following address:

Investor Relations

Allergan, Inc.

2525 Dupont Drive

Irvine, California 92612-1599

(714) 246-4500

DISCLOSURE ABOUT FORWARD-LOOKING STATEMENTS

All statements included or incorporated by reference in this prospectus supplement and accompanying prospectus, other than statements of historical facts, that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21 of the Exchange Act. This prospectus supplement and accompanying prospectus, including the information incorporated by reference in this prospectus supplement, contain forward-looking statements that are based on current expectations, estimates, forecasts and projections about us, our future performance, our business, our beliefs and our management s assumptions. In addition, we, or others on our behalf, may make forward-looking statements in press releases or written statements, or in our communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls and conference calls. Words such as expect, anticipate, outlook, could, target, project, intend, plan, believe, seek, estimate, should, may, assume, or continue or the negative of these, as well as v words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties, and assumptions that are difficult to predict, many of which are outside of our control, and involve known and unknown risks and uncertainties that could cause our actual results, performance or achievements, or industry results, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. We describe some of the risks, uncertainties and assumptions that could affect the outcome or results of operations in Risk Factors and elsewhere in this prospectus supplement, including the risks incorporated in this prospectus supplement from our most recent Annual Report on Form 10-K and any subsequent Quarterly Report on Form 10-Q, as updated by our future filings. We have based our forward-looking statements on our management s beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that actual outcomes and results may differ materially from what is expressed, implied or forecast by our forward-looking statements. Reference is made in particular to forward-looking statements regarding product sales, reimbursement, expenses, earnings per share, liquidity and capital resources, and trends. Except as required under the federal securities laws and the rules and regulations of the Commission, we do not have any intention or obligation to update publicly any forward-looking statements after the distribution of this prospectus supplement, whether as a result of new information, future events, changes in assumptions, or otherwise.

SUMMARY

This summary is not complete and may not contain all of the information that you should consider before investing in our notes. You should read this entire prospectus supplement and the accompanying prospectus carefully, including Risk Factors and our consolidated financial statements and the related notes, other financial information and other documents incorporated by reference into this prospectus supplement and the accompanying prospectus, before you decide to invest in our notes.

Allergan, Inc.

We are a multi-specialty health care company focused on developing and commercializing innovative pharmaceuticals, biologics, medical devices and over-the-counter products that enable people to live life to its greatest potential to see more clearly, move more freely and express themselves more fully. We discover, develop and commercialize a diversified range of products for the ophthalmic, neurological, medical aesthetics, medical dermatology, breast aesthetics, obesity intervention, urological and other specialty markets in more than 100 countries around the world.

We were founded in 1950 and incorporated in Delaware in 1977. Our principal executive offices are located at 2525 Dupont Drive, Irvine, California, 92612, and our telephone number at that location is (714) 246-4500. Our Internet website address is www.allergan.com. The information contained on our website is not a part of this prospectus supplement or the accompanying prospectus.

Recent Developments

We operate our business on the basis of two reportable segments specialty pharmaceuticals and medical devices. We recorded $5,708.8 million in total product net sales for the fiscal year ended December 31, 2012, or fiscal 2012, an increase of $361.7 million compared to the fiscal year ended December 31, 2011, or fiscal 2011, due to a $352.6 million increase in specialty pharmaceuticals product net sales for fiscal 2012 compared to fiscal 2011 and a $9.1 million increase in medical devices product net sales compared to fiscal 2011. The increase in product net sales in the specialty pharmaceuticals segment reflects increased net sales of our eye care pharmaceuticals, Botox® and skin care product lines, partially offset by lower net sales of our urologics product line. In the medical devices segment, increased product net sales reflects an increase in net sales of our breast aesthetics and facial aesthetics product lines, partially offset by lower product net sales of our obesity intervention product line. Net earnings attributable to Allergan, Inc. for fiscal 2012 were $1,098.8 million, an increase of $164.3 million compared to fiscal 2011. We recorded $3.58 of diluted earnings per share attributable to Allergan, Inc. stockholders for fiscal 2012 compared to $3.01 for fiscal 2011.

On March 1, 2013, we completed our acquisition of 100% of the shares of MAP Pharmaceuticals, Inc., or MAP, a biopharmaceutical company focused on developing and commercializing new therapies in neurology, pursuant to a definitive merger agreement, dated as of January 22, 2013, for a price of $25.00 per share. Our acquisition of MAP was structured as a two-step transaction, with a cash tender offer followed by a short-form merger whereby MAP became a wholly-owned subsidiary of Allergan. The aggregate consideration paid by us in the acquisition was approximately $960 million, plus related transaction fees and expenses. We funded the transaction with a combination of cash on hand, cash equivalents and short-term borrowings under our commercial paper program.

On February 1, 2013, we announced that we had completed our previously announced review of strategic options for maximizing the value of our obesity intervention business, and have formally committed to pursue a sale of that business unit.

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The Offering

The following summary contains basic information about the notes and is not a complete description of the notes or the offering. You should read the full text and more specific details contained elsewhere in this prospectus supplement and the accompanying prospectus. For a more detailed description of the notes, see the section entitled Description of Notes in this prospectus supplement. With respect to the discussion of the terms of the notes on the cover page, in this section and in the section entitled Description of Notes, the words we, our, us and Allergan refer only to Allergan, Inc. and not any of its subsidiaries.

Notes Offered	$ million in aggregate principal amount of % Notes due 2018 and $ million in aggregate principal amount of % Notes due 2023.
Maturity Date	The 2018 notes will mature on , 2018, and the 2023 notes will mature on , 2023.
Interest and Payment Dates	The 2018 notes will bear interest at a rate of % per annum, and the 2023 notes will bear interest at a rate of % per annum. Interest on the notes will be payable semiannually in arrears in cash on and of each year, beginning , 2013.
Optional Redemption	We may redeem some or all of the 2018 notes or the 2023 notes at any time and from time to time at the applicable redemption prices described under Description of Notes Optional Redemption. We may redeem the 2023 notes at any time on or after , 20 (three months prior to maturity of the 2023 notes) at a redemption price equal to 100% of the principal amount of the 2023 notes, plus accrued and unpaid interest to, but excluding, the redemption date.
Additional Covenants	The indenture governing the notes contains certain restrictions, including a limitation that restricts our ability and the ability of certain of our subsidiaries to create or incur secured indebtedness and enter into sale and leaseback transactions. See Description of Notes Additional Covenants.
Ranking	The notes will be our general unsecured senior obligations and will rank equally in right of payment with our existing and future unsecured senior indebtedness. The notes will be effectively subordinated to any secured debt we incur to the extent of the value of collateral securing such indebtedness, and will be structurally subordinated to all future and existing obligations of our subsidiaries.
Additional Notes	We may from time to time without notice to, or the consent of, the holders of the notes, create and issue additional notes having the same ranking and the same interest rate, maturity and other terms as the 2018 notes or 2023 notes, as applicable, offered hereby in all respects (or in all respects except for the payment of interest accruing prior to the issue date of the new notes or except for the first payment of interest following the issue date of the new notes) so that the new notes may be consolidated and form a single series of notes with, and have the same terms as to status, redemption or otherwise as, the applicable series of notes offered hereby, provided that any such additional notes shall be fungible with the original notes for U.S. federal income tax purposes.
Use of Proceeds	We estimate that the net proceeds from this offering will be approximately $ million after deducting estimated discounts, commissions and expenses.

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	We intend to use the net proceeds from this offering for general corporate purposes, including, without limitation, working capital, capital expenditures, repayment of our outstanding indebtedness, repurchases of shares of our common stock under our evergreen stock repurchase program, and other business initiatives, including acquisitions and licensing activities.
DTC Eligibility	The notes will be issued in fully registered book-entry form and will be represented by permanent global notes without coupons. Global notes will be deposited with a custodian for and registered in the name of a nominee of The Depository Trust Company, or the DTC, in New York, New York. Investors may elect to hold interests in the global notes through DTC and its direct or indirect participants as described in the accompanying prospectus under Description of Debt Securities Book-Entry, Delivery and Form.
Form and Denomination	The notes will be issued in registered form in denominations of $2,000 and any integral multiple of $1,000 above that amount.
Trading	The notes will not be listed on any securities exchange or included in any automated quotation system. The notes will be new securities for which there is currently no public market. The underwriters have advised us that they presently intend to make a market in the notes as permitted by applicable laws and regulations. The underwriters are not obligated, however, to make a market in the notes and any such market making may be discontinued at any time without notice. See Underwriting.
Governing Law	State of New York.
Risk Factors	See Risk Factors, and other information included or incorporated by reference in this prospectus supplement for a discussion of the factors you should carefully consider before deciding to invest in the notes.
Trustee	Wells Fargo Bank, National Association.

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RISK FACTORS

We operate in a rapidly changing environment that involves a number of risks. The following risk factors are not an exhaustive list of the risks associated with our business. Prospective investors should carefully consider the following risk factors and the risk factors related to our business identified in our most recent annual report on Form 10-K and any subsequent quarterly report on Form 10-Q and all other information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus before acquiring any of the notes. The occurrence of any one or more of the following could materially and adversely affect your investment in the notes or our business, financial condition, prospects, operating results or cash flows. New factors may emerge or changes to these risks could occur that could materially affect our business.

Risks Relating to the Notes

The notes are structurally subordinated to all of the indebtedness and other liabilities of our subsidiaries. This may affect your ability to receive payments on the notes.

The notes are exclusively the obligations of Allergan and not its subsidiaries. We currently conduct almost all of our operations through our subsidiaries and our subsidiaries have significant liabilities. In addition, we may, and in some cases we have plans to, conduct additional operations through our subsidiaries in the future and, accordingly, our subsidiaries liabilities will increase. Our cash flow and our ability to service our debt, including the notes, therefore depends significantly upon the earnings of our subsidiaries, and we depend on the distribution of earnings, loans or other payments by those subsidiaries to us. As of December 31, 2012, our subsidiaries had total liabilities of $1.5 billion.

Our subsidiaries are separate and distinct legal entities. Our subsidiaries have no obligation to pay any amounts due on the notes or, subject to existing or future contractual obligations between us and our subsidiaries, to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other payments. In addition, any payment of dividends, distributions, loans or advances by our subsidiaries to us could be subject to statutory or contractual restrictions and taxes on distributions. Payments to us by our subsidiaries will also be contingent upon our subsidiaries earnings and business considerations.

Our right to receive any assets of any of our subsidiaries upon liquidation or reorganization, and, as a result, the right of the holders of the notes to participate in those assets, will be effectively subordinated to the claims of that subsidiary s creditors, including trade creditors and preferred stockholders, if any. Subject to certain restrictions, our subsidiaries are permitted to incur additional liabilities. In addition, even if we were a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interest in the assets of our subsidiaries and any indebtedness of our subsidiaries senior to indebtedness held by us.

We have a significant amount of debt. Our substantial indebtedness could adversely affect our business, financial condition and results of operations and our ability to meet our payment obligations under the notes and our other debt.

We have a significant amount of debt and substantial debt service requirements. As of December 31, 2012, we had approximately $1.6 billion of outstanding debt.

This level of debt could have significant consequences on our future operations, including:

- making it more difficult for us to meet our payment and other obligations under the notes and our other outstanding debt;

- reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes, and limiting our ability to obtain additional financing for these purposes;

- subjecting us to the risk of increased sensitivity to interest rate increases on our indebtedness with variable interest rates, including borrowings under our senior credit facility;

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limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industry in which we operate and the general economy;

increasing our vulnerability to general adverse economic and industry conditions; and

placing us at a competitive disadvantage compared to our competitors that have less debt or are less leveraged.

If we are unable to generate sufficient cash flow or otherwise obtain funds necessary to make required payments, or if we fail to comply with the financial and other restrictive covenants of the notes, our existing indebtedness or any indebtedness that we may incur in the future, we would be in default, which could permit the holders of the notes and the holders of such other indebtedness to accelerate the maturity of the notes or such other indebtedness, as the case may be, and could cause defaults under the notes and such other indebtedness. Any default under the notes or any indebtedness that we may incur in the future, as well as any of the above-listed factors, could have a material adverse effect on our business, operating results, liquidity and financial condition and our ability to meet our payment obligations under the notes and our other debt.

We may issue additional notes.

Under the terms of the indenture that governs the notes, we may from time to time without notice to, or the consent of, the holders of the notes, create and issue additional notes of a new or existing series, which notes, if of an existing series, will be equal in rank to the notes of that series in all material respects so that the new notes may be consolidated and form a single series with such notes and have the same terms as to status, redemption or otherwise as such notes, provided that any such additional notes shall be fungible with the original notes for U.S. federal income tax purposes.

Redemption may adversely affect your return on the notes.

The notes are redeemable at our option, and therefore we may choose to redeem the notes at times when prevailing interest rates are relatively low. As a result, you may not be able to reinvest the proceeds you receive from the redemption in a comparable security at an effective interest rate as high as the interest rate on your notes being redeemed.

We and our subsidiaries may incur substantially more debt, which could further exacerbate the risks associated with our substantial indebtedness.

We and our subsidiaries may incur substantial additional debt in the future. Although certain of our debt agreements contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. If new debt is added to our current debt levels, the related risks that we now face could intensify.

The notes will not be secured by any of our assets and our secured debt will have claims with respect to the secured assets superior to the notes.

The notes will not be secured by any of our assets. Future indebtedness that we incur may be secured by our assets. If we become insolvent or are liquidated, or if payment of any secured indebtedness is accelerated, the holders of the secured indebtedness will be entitled to exercise the remedies available to secured lenders under applicable law, including the ability to foreclose on and sell the assets securing such indebtedness in order to satisfy such indebtedness. In any such case, any remaining assets may be insufficient to repay the notes.

A significant number of our debt agreements contain covenant restrictions that may limit our ability to operate our business.

A significant number of the agreements governing our existing debt contain covenant restrictions that limit our ability to operate our business, including covenant restrictions that may prevent us from:

incurring additional debt or issuing guarantees;

creating liens;

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entering into certain transactions with our affiliates; and

consolidating, merging or transferring all or substantially all of our assets and the assets of our subsidiaries on a consolidated basis.
Some of our existing debt agreements require us to maintain specific leverage and interest coverage ratios. Our ability to comply with these covenants is dependent on our future performance, which will be subject to many factors, some of which are beyond our control, including prevailing economic conditions. Our failure to comply with these obligations would prevent us from borrowing additional money and could result in our default. If a default occurs under any of our senior indebtedness, the relevant lenders could elect to declare such indebtedness, together with accrued interest and other fees, to be immediately due and payable and proceed against substantially all of our assets. Moreover, if the lenders under a facility or other agreement in default were to accelerate the indebtedness outstanding under that facility, it could result in a default under other indebtedness. If all or any part of our indebtedness were to be accelerated, we may not have or be able to obtain sufficient funds to repay it. In addition, we may incur other indebtedness in the future that may contain financial or other covenants that are more restrictive than those contained in the indenture governing the notes.

As a result of these covenants, our ability to respond to changes in business and economic conditions and to obtain additional financing, if needed, may be significantly restricted, and we may be prevented from engaging in transactions that might otherwise be beneficial to us.

To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash flow depends on many factors beyond our control.

Our ability to meet our payment and other obligations under our debt depends on our ability to generate significant cash flow in the future. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors, as well as other factors that are beyond our control. We cannot assure you that our business will generate cash flow from operations, or that future borrowings will be available to us under our committed long-term credit facility or commercial paper program, or otherwise, in an amount sufficient to enable us to meet our payment obligations under the notes and our other debt and to fund other liquidity needs.

An active trading market for the notes may not develop.

The notes are new issues of securities for which there is currently no public market, and an active trading market may never develop. If the notes are traded after their initial issuance, they may trade at a discount from their initial offering price, depending on prevailing interest rates, the market for similar securities, our ability to affect the exchange offer, our performance and other factors. To the extent that an active trading market does not develop, the liquidity and trading prices for the notes may be harmed.

We have no plans to list the notes on a securities exchange. We have been advised by the underwriters that they presently intend to make a market in the notes. However, the underwriters are not obligated to do so. Any market-making activity, if initiated, may be discontinued at any time, for any reason or for no reason, without notice. If the underwriters cease to act as the market makers for the notes, we cannot assure you another firm or person will make a market in the notes.

The liquidity of any market for the notes will depend upon the number of holders of the notes, our results of operations and financial condition, the market for similar securities, the interest of securities dealers in making a market in the notes and other factors. An active or liquid trading market for the notes may not develop.

Any adverse rating of the notes may cause the value of the notes to fall.

If the rating agencies that rate the notes reduce their ratings on the notes in the future or indicate that they have their ratings on the notes under surveillance or review with possible negative implications, the value of the notes could decline. In addition, a ratings downgrade could adversely affect our ability to access capital.

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Our credit ratings are an assessment by rating agencies of our ability to pay our debts when due. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the notes. These credit ratings may not reflect the potential impact of risks relating to structure or marketing of the notes. Agency ratings are not a recommendation to purchase, hold or sell the notes and may be revised or withdrawn at any time by the issuing organization. Each agency s rating should be evaluated independently of any other agency s rating.

The limited covenants in the indenture for the notes and the terms of the notes do not provide protection against some types of important corporate events and may not protect your investment.

The indenture governing the notes does not generally prevent us from entering into a variety of acquisition, change of control, refinancing, recapitalization or other highly leveraged transactions. As a result, we could enter into any such transactions even though the transaction could increase the total amount of our indebtedness, adversely affect our capital structure or credit ratings, or otherwise affect the holders of the notes.

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USE OF PROCEEDS

We estimate that the net proceeds from this offering of notes will be approximately $ million after deducting estimated discounts, commissions and expenses.

We intend to use the net proceeds from this offering for general corporate purposes, including, without limitation, working capital, capital expenditures, repayment of our outstanding indebtedness, repurchases of shares of our common stock under our evergreen stock repurchase program, and other business initiatives, including acquisitions and licensing activities.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the last five fiscal years. For purposes of these ratios, earnings represents income excluding the effects of discontinued operations and before provision for income taxes and fixed charges, and fixed charges consist of interest expense, capitalized interest, amortization of debt issue costs and discount or premium on debt, and a share of rent expense which is deemed to be representative of an interest factor.

	Year Ended December 31,				
	2012	2011	2010	2009	2008
Ratio of Earnings to Fixed Charges	21.4x	16.6x	2.9x	10.5x	8.5x

For the periods indicated above, we had no outstanding shares of preferred stock with required dividend payments. Therefore, the ratios of earnings to combined fixed charges and preference dividends are identical to the ratios presented in the table above.

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CAPITALIZATION

The following table sets forth our capitalization as of December 31, 2012. The table is presented:

on an actual basis; and

as adjusted to reflect the receipt of the estimated net proceeds to us and the use thereof as described in Use of Proceeds.

	As of December 31, 2012	
	Actual	As Adjusted
	(unaudited)	
	(in millions)	
Cash and equivalents	$ 2,701.8	$
Short-term investments	$ 260.6	$ 260.6
Notes payable	48.8	48.8
Long-term debt	1,512.4	
Allergan, Inc. stockholders equity:		
Preferred stock		
Common stock	3.1	3.1
Additional paid-in capital	2,900.6	2,900.6
Accumulated other comprehensive loss	(244.6)	(244.6)
Retained earnings	3,832.1	3,832.1
	6,491.2	6,491.2
Treasury stock	(654.1)	(654.1)
Total stockholders equity	5,837.1	5,837.1
Noncontrolling interest	25.5	25.5
Total equity	5,862.6	5,862.6
Total capitalization	$ 7,423.8	$

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DESCRIPTION OF NOTES

The following description of certain material terms of the notes offered hereby does not purport to be complete. This description adds information to the description of the general terms and provisions of the debt securities in the accompanying prospectus. To the extent this summary differs from the summary in the accompanying prospectus, you should rely on the description of notes in this prospectus supplement.

We are offering $ million aggregate principal amount of % Notes due 2018 (the 2018 notes) and $ million aggregate principal amount of % Notes due 2023 (the 2023 notes and together with the 2018 notes, the notes). The 2018 notes and the 2023 notes will be issued as separate series of notes under and governed by an indenture (the base indenture) to be entered into between us and Wells Fargo Bank, National Association, as trustee (the trustee), as amended and supplemented by a supplemental indenture to be entered into between us and the trustee (together with the base indenture, the indenture). The following description is subject to, and is qualified in its entirety by reference to, the indenture. Unless otherwise defined herein, capitalized terms used in the following description are defined in the indenture. As used in the following description, the terms Allergan, we, us, our and the Company refer to Allergan, Inc., a Delaware corporation, and not t any of its subsidiaries, unless the context requires otherwise.

We urge you to read the indenture (including definitions of terms used therein) because it, and not this description, defines your rights as a beneficial holder of the notes.

General

The notes are senior debt securities issued under the indenture. The trustee will also act as security registrar, paying agent and authenticating agent.

The aggregate principal amount of the 2018 notes offered hereby will initially be limited to $ million and will mature on , 2018, unless earlier redeemed by us (see Optional Redemption). The aggregate principal amount of the 2023 notes offered hereby will initially be limited to $ million and will mature on , 2023, unless earlier redeemed by us (see Optional Redemption). The notes will be issued only in fully registered form without coupons, in minimum denominations of $2,000 with integral multiples of $1,000 above that amount. The notes will be general unsecured senior obligations of Allergan and will rank equally in right of payment with all of our other unsecured senior indebtedness, whether currently existing or incurred in the future. The notes will be senior in right of payment to any subordinated indebtedness we may have outstanding from time to time and effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the collateral securing that indebtedness. The notes will not be guaranteed by any of our subsidiaries, and thus will be effectively subordinated to any existing or future indebtedness or other liabilities, including trade payables, of any of our subsidiaries. As of December 31, 2012, we had $1.6 billion of outstanding debt, and our subsidiaries had $1.5 billion in total liabilities. The notes will not be subject to, and will not have the benefit of, any sinking fund.

The 2018 notes will bear interest at a fixed rate per year of %, and the 2023 notes will bear interest at a fixed rate per year of %. Interest on the notes will be payable semiannually in arrears on and of each year, starting on , 2013 and ending on their maturity date. All payments of interest on the notes will be made to the persons in whose names the notes are registered on the or immediately preceding the applicable interest payment date. Interest on the notes will be calculated on the basis of a 360-day year comprised of twelve 30-day months.

The notes will initially be evidenced by one or more global notes deposited with a custodian for, and registered in the name of, a nominee of DTC. Except as described herein, beneficial interests in the global notes will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its direct and indirect participants. We do not intend to list the notes on any national securities exchange or include the notes in any automated quotation systems.

Payments of principal of and interest on the notes issued in book-entry form or in definitive form, if any, will be made as described in the prospectus under Description of Debt Securities Book-Entry, Delivery and Form.

If the maturity date or an interest payment date falls on a day that is not a Business Day, the related payment of principal or interest will be made on the next succeeding Business Day as if made on the date the payment was due. No interest will accrue on such payment for the period from and after such interest payment date to the date of such payment on the next succeeding Business Day. Business Day means any day other than a day on which banking institutions in the Borough of Manhattan, The City of New York are authorized or obligated by law, regulation or executive order to close. Interest will cease to accrue on a note upon its maturity or redemption by us at our option.

We may, without notice to or consent of the holders or beneficial owners of the notes, issue additional notes of the same series having the same ranking, interest rate, maturity and the same terms as to status, redemption or otherwise, as the 2018 notes or 2023 notes, as applicable, offered hereby, provided that any such additional notes shall be fungible with the original notes for U.S. federal income tax purposes. Any such additional notes issued may be considered part of the same series of notes under the indenture as the applicable series of notes offered hereby. Holders of such additional notes would have the right to vote together with holders of the applicable series of notes offered hereby as one class. The indenture does not contain any provisions that would limit our ability to incur unsecured indebtedness or require the maintenance of financial ratios or specified levels of net worth or liquidity.

Optional Redemption

2018 notes

We may redeem the 2018 notes at our option, in whole or in part, at any time or from time to time prior to maturity of the 2018 notes, for cash at a redemption price equal to the greater of: