

AbbVie Inc.
Form 8-K
June 25, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 25, 2014**

ABBVIE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-35565
(Commission File Number)

32-0375147
(IRS Employer
Identification No.)

1 North Waukegan Road
North Chicago, Illinois 60064-6400

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(847) 932-7900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On June 25, 2014, AbbVie Inc. (AbbVie) issued an announcement (the Announcement) pursuant to the U.K. City Code on Takeovers and Mergers outlining the strategic rationale for, and background to, AbbVie's acquisition proposal to the board of directors of Shire plc (Shire). A copy of the Announcement is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

On June 25, 2014 and following the Announcement, AbbVie made available to investors, in connection with the announcement, a slide presentation to investors, a copy of which is attached hereto as Exhibit 99.2 and is incorporated by reference into this Item 7.01.

On June 25, 2014 and following the Announcement, AbbVie sent a message to its employees, a copy of which is attached hereto as Exhibit 99.3 and is incorporated by reference into this Item 7.01.

Pursuant to General Instruction B.2. to Form 8-K, the information set forth in this Item 7.01 (except insofar as such information is also set forth under Item 8.01 below) shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

Item 8.01. Other Events.

As described in Item 7.01 above, on June 25, 2014, AbbVie issued the Announcement outlining the strategic rationale for, and background to, AbbVie's acquisition proposal to the board of directors of Shire. A copy of the Announcement is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Exhibit
99.1	Announcement, dated June 25, 2014
99.2	Slide Presentation to Investors, dated June 25, 2014
99.3	Message to AbbVie employees, dated June 25, 2014

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ABBVIE INC.

Date: June 25, 2014

By:

/s/ LAURA J. SCHUMACHER
Laura J. Schumacher
Executive Vice President, Business Development,
External Affairs and General Counsel

EXHIBIT INDEX

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