ALLERGAN INC
Form 11-K
June 17, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

(Mark One):

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number 1-10269

ALLERGAN, INC.

SAVINGS AND INVESTMENT PLAN

(Full title of the plan)

ALLERGAN, INC.

2525 Dupont Drive

Irvine, California 92612

(Name of issuer of the securities held pursuant to the plan and the address of its principal executive office)

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REQUIRED INFORMATION

4. ERISA Financial Statements and Schedule and Exhibits:

(a) Financial Statements and Schedule:
Report of Independent Registered Public Accounting Firm of Lesley, Thomas, Schwarz & Postma, Inc., dated June 17, 2014, on the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012 and the related Statements of Changes in Net Assets Available for Benefits for the Years Then Ended Allergan, Inc. Savings and Investment Plan.

Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012 Allergan, Inc. Savings and Investment Plan.

Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2013 and 2012 Allergan, Inc. Savings and Investment Plan.

Notes to Financial Statements Allergan, Inc. Savings and Investment Plan.

Schedule H, Line 4i Schedule of Assets (Held at End of Year) December 31, 2013 Allergan, Inc. Savings and Investment Plan.

(b) Exhibits
Exhibit 23 Consent of Lesley, Thomas, Schwarz & Postma, Inc.

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

ALLERGAN, INC. SAVINGS

AND INVESTMENT PLAN

Date: June 17, 2014

By: /s/ Scott D. Sherman
Scott D. Sherman

Allergan, Inc.

Executive Committee

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ALLERGAN, INC.

SAVINGS AND INVESTMENT PLAN

INDEX TO FINANCIAL STATEMENTS

AND SUPPLEMENTAL SCHEDULE

All other schedules are omitted because they are not required or applicable pursuant to ERISA and Department of Labor regulations.

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Report of Independent Registered Public Accounting Firm

To the Global Investments and Benefits Subcommittee of Allergan, Inc.

Irvine, California

We have audited the accompanying statements of net assets available for benefits of the Allergan, Inc. Savings and Investment Plan as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Allergan, Inc. Savings and Investment Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of Schedule H, Line 4i Schedule of Assets (Held at End of Year) as of December 31, 2013 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Lesley, Thomas, Schwarz & Postma, Inc.

Lesley, Thomas, Schwarz & Postma, Inc.
Newport Beach, California
June 17, 2014

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ALLERGAN, INC. SAVINGS AND INVESTMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Investments in master trust at fair value (Note 3)	$ 1,080,477,412	$ 852,328,623
Receivables		
Participant contributions	5,648	
Employer contributions	26,792,335	24,051,460
Notes receivable from participants	11,961,054	10,929,084
Total receivables	38,759,037	34,980,544
Total assets	1,119,236,449	887,309,167
LIABILITIES		
Return of excess contributions payable	101,218	
Net assets available for benefits before adjustment to contract value	1,119,135,231	887,309,167
Adjustment from fair value to contract value for fully benefit-responsive investment contract (Note 2)	184,788	(1,605,762)
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,119,320,019	$ 885,703,405

See the accompanying notes to these financial statements

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ALLERGAN, INC. SAVINGS AND INVESTMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Net investment income from the Master Trust (Note 3)	$ 187,795,885	$ 89,523,961
Interest from notes receivable from participants	506,471	462,969
Contributions		
Employer - match	21,894,971	19,992,265
Employer - retirement	25,516,271	22,846,650
Participant - before tax	50,760,144	45,160,101
Participant - after tax	2,672,328	2,132,538
Rollovers	12,073,367	7,120,268
	112,917,081	97,251,822
Total additions to net assets	301,219,437	187,238,752
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	67,486,766	45,231,847
Corrective distributions	122,297	13,086
Deemed distributions	56,892	36,735
Administrative expenses	41,600	30,954
Total deductions from net assets	67,707,555	45,312,622
NET INCREASE	233,511,882	141,926,130
TRANSFERS FROM OTHER QUALIFIED PLANS (Note 1)	104,732	
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	885,703,405	743,777,275
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 1,119,320,019	$ 885,703,405

See the accompanying notes to these financial statements

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ALLERGAN, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

NOTE 1 DESCRIPTION OF THE PLAN

The following description of the Allergan, Inc. Savings and Investment Plan (Restated 2013) (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan s provisions.

General The Plan, established on July 26, 1989, is a defined contribution plan sponsored by Allergan, Inc. (the Company or the Employer). The Plan covers eligible employees of the Company as defined below. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA) and is qualified under the Internal Revenue Code (the Code). The administrator for the Plan is the Allergan, Inc. Global Investments and Benefits Subcommittee. The trustee for the Plan is JPMorgan Chase Bank.

During 2012 and 2013, the Company completed the acquisitions of SkinMedica, Inc., MAP Pharmaceuticals, Inc., and Exemplar Pharma, LLC. Pursuant to Plan amendments, employees of the aforementioned companies became eligible to participate in the Plan during 2013. In connection with the acquisitions, participants could elect to rollover their individual account balances into the Plan. These amounts are included in rollovers on the Statements of Changes in Net Assets Available for Benefits. Additionally, the Plan was amended to allow participant loans from their prior plans to be transferred into the Plan. During the year ended December 31, 2013, $104,732 of the loan balances were transferred into the Plan.

Employee Contributions The Plan provides for immediate eligibility to participate in the Plan. The Company s eligible United States employees may contribute a portion of their defined compensation, on a before tax, or after tax basis (including Roth 401(k)), or a combination thereof, subject to the limitations as defined by the Code.

The Company s eligible Puerto Rico employees may contribute a portion of their defined compensation, either before tax, after tax, or a combination thereof, subject to the limitations as defined by the Puerto Rico Internal Revenue Code.

Participants direct the investment of their contributions into various investment options offered by the Plan through the Master Trust. The plan administrator, or its delegate, regularly consults with an investment advisor to evaluate investment performance and, based thereon, will add or remove investment options. Prior to June 29, 2012, participant contributions could be invested in the Allergan, Inc. Common Stock Fund, Dodge & Cox Balanced Fund, Dodge & Cox Stock Fund, Columbia Marsico Focused Equities Fund, Times Square Small Cap Growth Fund, TIAA-CREF Small Cap Blend Index Fund, Pimco Total Return-Inst Fund, American Funds EuroPacific Growth R6 Fund, American Funds New Perspective R6 Fund, JPMorgan U.S. Equity Fund, Nuveen Winslow Large Cap Growth Fund, Wells Fargo Advantage Special Small Cap Value Fund, BlackRock Equity Index Fund, JPMCB Stable Asset Income Fund Select or any combination of the 14 funds at the participant s discretion.

Effective June 29, 2012, JPMCB Stable Asset Income Fund Select was removed from the investment options and JPMCB Stable Asset Income Fund G was added to the investment options.

Effective December 28, 2012, Columbia Marsico Focused Equities Fund and Dodge & Cox Balanced Fund were removed from the investment options and LifePath Index Retirement Fund, LifePath Index 2015 Fund, LifePath Index

2020 Fund, LifePath Index 2025 Fund, LifePath Index 2030 Fund, LifePath Index 2035 Fund, LifePath Index 2040 Fund, LifePath Index 2045 Fund, LifePath Index 2050 Fund, and LifePath Index 2055 Fund were added to the investment options.

Effective November 22, 2013, Nuveen Winslow Large Cap Growth Fund was removed from the investment options and Dreyfus Research Growth I Fund was added to the investment options.

Certain limitations imposed by the Code may have the effect of reducing the level of contributions initially selected by participants who fall within the classification of highly compensated employees as defined in the Code.

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ALLERGAN, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

NOTE 1   DESCRIPTION OF THE PLAN (CONTINUED)

Employer Matching Contributions   The Plan authorizes the Company s Board of Directors, or its delegate, to change the Company s matching contribution levels from time to time in an amount not to exceed 4% of each employee s defined compensation. For the years ended December 31, 2013 and 2012, the Employer made matching contributions equal to 100% of each employee s contribution up to 4% of defined compensation.

Employer Retirement Contributions   Effective January 1, 2003, the Company makes an annual retirement contribution equal to 5% of each participant s defined compensation if they are eligible for the Retirement Contribution feature of the Plan, have completed at least six months of service, and are employed on the last business day of the year (or terminated employment during the year due to death, disability or retirement, defined as age 55+). In addition, the Company has discretion to make supplemental retirement contributions in the future years as necessary to satisfy applicable non-discrimination requirements set forth under the Code.

Investment Options   Participants have the right to elect investment options upon enrollment or re-enrollment into the Plan. Additionally, participants may elect to change their investment options and transfer their account balances among the different investment funds at any time, subject to the Company s insider trading policy.

Participant Accounts   Each participant s account is credited for the participant s contributions, employer match and employer retirement contributions and allocations of fund earnings and charged with an allocation of administrative expenses and fund losses. The earnings and losses of each of the funds are allocated daily to the individual accounts of participants based on their relative interest in the fair value of the assets held in each fund, except for dividends and unrealized appreciation (depreciation) on the common stock of Allergan, Inc., which is allocated based upon the number of shares held in the individual accounts of participants.

Notes Receivable from Participants   Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance excluding retirement contributions. Loan terms range from one to five years or, for the purchase of a primary residence, up to 15 years. The loans are secured by the balance in the participant s account and bear interest at prime plus one percent as determined on the date of the loan application. The interest rate is fixed for the term of the loan. Principal and interest is paid through payroll deductions each pay period. Participants requesting a loan are subject to certain conditions as defined by the Plan. Defaults on participant loans are considered to be deemed distributions. The Plan classified participant loans as notes receivable from participants in the Statements of Net Assets Available for Benefits and measured them at their unpaid principal balance plus any accrued interest.

Vesting and Forfeitures   Participant contributions are fully vested at all times. Participants forfeit their share of non-vested employer contributions if they terminate their employment before becoming 100% vested. Employer matching contributions vest based on a cliff vesting of three years of service. After three years of service, all employer matching contributions are fully vested. Employer retirement contributions vest on a graduated basis, 20% per year until fully vested at the end of the fifth year of service. Forfeitures are used by the Company to offset future employer contribution requirements and to reinstate rehired employee accounts. During the Plan years ended December 31, 2013 and 2012, $3,510,737 and $2,986,559, respectively, of forfeitures were used to offset contributions. At December 31, 2013 and 2012, unutilized forfeitures totaled $94,970 and $146,103, respectively.

Payment of Benefits Participants may withdraw their employee after-tax and rollover contributions at any time. After withdrawing all after-tax and rollover contributions, vested employer matching contributions can also be withdrawn at any time by a participant who has at least three years of credited service provided that the matching contributions were credited at least two years prior to withdrawal. Withdrawals of employee after-tax contributions during employment may cause the participant to become ineligible to receive certain employer matching contributions and be suspended from contributing to the Plan for a period of six months following the withdrawal.

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ALLERGAN, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

NOTE 1 DESCRIPTION OF THE PLAN (CONTINUED)

After the permitted withdrawal of employee after-tax contributions, rollover contributions and vested employer matching contributions in accordance with the prior paragraph, and upon receipt of any loans available under the Plan, an employee may withdraw his or her before-tax contributions and any remaining after-tax contributions and vested employer matching contributions in the event of financial hardship. Hardship withdrawals cause the employee to become ineligible to contribute to the Plan for a period of six months following the withdrawal for U.S. employees and 12 months for Puerto Rico employees. Hardship withdrawals of employer retirement contributions are not permitted.

Participants become entitled to payment of the total value of their accounts at the time of termination (if fully vested), attainment of age 59-1/2 (if fully vested), permanent and total disability, or death. Under certain circumstances set forth in the Plan, the participant may elect to receive the distribution in a lump sum or may elect partial distributions. If the participant s vested account value is $1,000 or more, withdrawals may be postponed until as late as attaining age 70-1/2. After death, payment is made in the form of a lump sum to the designated beneficiary.

Special rules apply to Roth 401(k) contributions. While they are subject to the same distribution restrictions applicable to before-tax contributions, the participant must meet two conditions to have a qualified distribution that allows the Roth 401(k) earnings to be tax free. First, the Roth 401(k) source must have been in existence in the account for at least five years. Second, the distributions must be after age 59-1/2, death or disability.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The accompanying financial statements have been prepared on the accrual basis of accounting. Except for unutilized forfeitures (see Note 1), the net assets of the Plan are allocated entirely to individual participants accounts.

The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Accounting Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition On June 20, 2007, the Plan, along with the Allergan, Inc. Employee Stock Ownership Plan, entered into the Allergan, Inc. Master Trust (the Master Trust). See Note 3, for further discussion of the Master Trust. The Plan s investments in the Master Trust are stated at fair value with the exception of the JPMCB Stable Asset Income Fund G which is stated at fair value with the related adjustment amounts to the contract value.

The following presentation relates to the fully benefit-responsive investment contract (JPMCB Stable Asset Income Fund G) held in the Master Trust for the years ended December 31, 2013 and 2012:

(a) The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value with an adjustment to contract value as reported to the Plan by JPMorgan Chase Bank.

(b) The fair value of the Plan s investment contract in the Master Trust at December 31, 2013 and 2012 was $88,152,206 and $89,721,362, respectively. The contract value of the investment contract at December 31, 2013 and 2012 was $88,336,994 and $88,115,600, respectively.

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ALLERGAN, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The average yields at December 31, 2013 and 2012 were approximately 1.77% and 1.78%, respectively. The crediting interest rate is based on an agreed-upon formula with the insurer, but cannot be less than zero. This rate is reset each calendar quarter based on the data as of the last business day of the month prior to the end of the quarter. The crediting interest rates in effect at December 31, 2013 and 2012 were approximately 1.77% and 1.81%, respectively. Participant initiated transactions occur at contract value.

Purchases and sales of investments held in the Master Trust are reflected on the trade-date basis. Dividend income is recorded on the ex-dividend date.

The Plan presents, in the Statements of Changes in Net Assets Available for Benefits, the net appreciation (depreciation) in the contract value of its investments held in the Master Trust, which consist of the realized gains or losses and the unrealized appreciation (depreciation) on those investments held in the Master Trust.

Contribution Funding The participant deferrals and employer matching contributions are funded on a consistent basis following the issuance of each Company payroll. Employer retirement contributions and matching contribution true-ups are funded on an annual basis.

Non-Discrimination for Employee and Employer Contributions The Plan, as required by the Code, performs annual tests between participants who are highly compensated employees and those who are non-highly compensated employees to ensure that highly compensated employees are not disproportionately favored under the Plan. If the Plan fails the tests, it must refund some of the excess contributions made on behalf of highly compensated employees during the applicable year. In addition, occasionally employee deferrals may be over the maximum allowed under other Plan provisions and are considered excess contributions. Excess contributions that are refunded are accrued as a liability of the Plan in the year to which they relate. At December 31, 2013, excess contributions to be refunded were $101,218. No such accrual existed at December 31, 2012.

Non-Distributed Benefits The Plan does not accrue non-distributed benefits related to participants who have withdrawn from the Plan, but recognizes such benefits as a deduction from net assets in the period in which such benefits are paid.

Continuation of the Plan The Company anticipates and believes the Plan will continue without interruption, but reserves the right to discontinue the Plan. If the Plan is terminated by the Company, the accounts of all affected participants shall become 100% vested and non-forfeitable without regard to the years of service of such participants.

Administrative Expenses Expenses incurred in the administration and operation of the Plan are paid by the Plan, except to the extent paid by the Company. Certain administrative expenses of the Plan are paid by the Company. Master Trust administrative expenses, including trustee, recordkeeping and investment management fees, are allocated in proportion to the investment balances of the underlying plans and are netted against investment income. Certain participant initiated administration fees are charged directly to the account balance of the participant requesting the service. Administrative expenses are reflected as a reduction of Master Trust investment income and are included in Net investment income from the Master Trust in the accompanying Statements of Changes in Net Assets Available for Benefits.

Subsequent Events The Plan was restated in its entirety on January 1, 2014 to incorporate the provisions of all amendments made since the last restatement of the Plan in 2013 and provide for improved clarification within the Plan document.

The Company has evaluated subsequent events through the date which the financial statements were available to be issued.

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ALLERGAN, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

NOTE 3 INVESTMENTS

The Master Trust was created pursuant to a trust agreement dated June 20, 2007, between the Company and JPMorgan Chase Bank, as trustee of the funds, to permit the commingling of trust assets of both the Allergan, Inc. Savings and Investment Plan and Allergan, Inc. Employee Stock Ownership Plan, for investment and administrative purposes. The assets of the Master Trust are held by JPMorgan Chase Bank.

The following tables summarize the net assets at fair value and net investment income of the Master Trust.

A) NET ASSETS OF THE MASTER TRUST

	December 31, 2013	December 31, 2012
INVESTMENTS:		
Mutual Funds	$ 565,316,509	$ 418,368,982
Common/Collective Trusts	353,677,240	296,226,295
Employer Securities	364,980,023	317,420,055
NET ASSETS OF THE MASTER TRUST	$ 1,283,973,772	$ 1,032,015,332
NET INVESTMENT IN MASTER TRUST - BY PLAN		
Allergan, Inc. Savings and Investment Plan		
Investment in Master Trust	$ 1,080,477,412	$ 852,328,623
Plan s percentage interest in net assets of the Master Trust	84.2%	82.6%
Allergan, Inc. Employee Stock Ownership Plan		
Investment in Master Trust	$ 203,496,360	$ 179,686,709
Plan s percentage interest in net assets of the Master Trust	15.8%	17.4%

ALLERGAN, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

NOTE 3 INVESTMENTS (CONTINUED)

B) NET INVESTMENT INCOME OF THE MASTER TRUST

	Year Ended December 31, 2013	Year Ended December 31, 2012
INVESTMENT INCOME:		
Net appreciation in fair value of investments		
Common Stock	$ 65,026,785	$ 14,563,255
Mutual Funds	90,227,404	56,199,119
Common/Collective Trusts	44,217,381	14,369,384
	199,471,570	85,131,758
Change in adjustment from fair value to contract value for fully benefit-responsive investment contract	1,941,471	(1,526,952)
Dividends	21,861,465	17,463,507
NET INVESTMENT INCOME OF THE MASTER TRUST	$ 223,274,506	$ 101,068,313
NET INVESTMENT INCOME FROM MASTER TRUST - BY PLAN		
Allergan, Inc. Savings and Investment Plan	$ 187,795,885	$ 89,523,961
Allergan, Inc. Employee Stock Ownership Plan	$ 35,478,621	$ 11,544,352

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ALLERGAN, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

NOTE 3 INVESTMENTS (CONTINUED)

The following table presents the fair value of the Plan s investments held in the Master Trust. Investments that represent five percent or more of the Plan s net assets available for benefits at December 31, 2013 and 2012 are separately identified.

	December 31, 2013	
	Number of Shares, Units or Principal Amounts	**Fair Value**
PARTICIPANT DIRECTED INVESTMENTS		
At fair value as determined by quoted market prices (held in Master Trust):		
Common Stock:		
Allergan, Inc.*	1,860,519	$ 206,668,491
Mutual Funds:		
Dodge & Cox Stock Fund	233,472	39,426,498
Times Square Small Cap Growth Fund	1,759,528	31,812,258
TIAA-CREF Small Cap Blend Index Fund	2,045,960	38,504,959
Pimco Total Return-Inst Fund*	7,049,185	75,355,792
American Funds EuroPacific Growth R6 Fund*	2,244,852	110,065,135
American Funds New Perspective R6 Fund*	3,320,093	124,735,912
JPMorgan U.S. Equity Fund	3,603,894	50,851,163
Wells Fargo Advantage Special Small Cap Value Fund	921,745	29,468,463
Dreyfus Research Growth I Fund	2,853,267	39,782,619
Total mutual funds		540,002,799
At fair value as reported by the fund (held in Master Trust):		
Common/Collective Trusts:		
JPMCB Stable Asset Income Fund - G *	205,076	88,152,206
BlackRock Equity Index Fund*	2,024,234	133,508,733
LifePath Index Retirement Fund	720,976	7,790,650

LifePath Index 2015 Fund	739,140	8,083,676
LifePath Index 2020 Fund	1,596,557	17,913,046
LifePath Index 2025 Fund	1,692,369	19,411,306
LifePath Index 2030 Fund	1,382,586	16,159,113
LifePath Index 2035 Fund	1,654,862	19,669,852
LifePath Index 2040 Fund	1,227,395	14,804,596
LifePath Index 2045 Fund	465,756	5,702,208
LifePath Index 2050 Fund	152,052	1,885,592
LifePath Index 2055 Fund	57,816	725,144
Total common/collective trusts		333,806,122
Total investments held in Master Trust		$ 1,080,477,412

* Investments that represent five percent or more of the Plan s net assets available for benefits.

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ALLERGAN, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

NOTE 3 INVESTMENTS (CONTINUED)

	December 31, 2012												
	Number of Shares, Units or Principal Amounts	**Fair Value**											
	-	5	%	168,168		181,168		-	3	%	-		
Mark DeMeulanaere	-	6,212		-		-		6,212	6,212		-	0.1%	-
Anna Schweizer	-	33,628		-		1	%	33,628	33,628		-	0.5%	-
Phillip L. Hurst (12)	52,500	1,094,114		1	%	35	%	1,094,114	1,146,614		-	17 %	-

1) Unless otherwise indicated, the address of each person is c/o Truett-Hurst, Inc. 125 Foss Creek Circle, Healdsburg, CA 95448.

2) Percentage of class A common stock is based on 3,750,472 class A common stock outstanding as of October 2, 2014.

3) Percentage of LLC units is based on 3,164,172 LLC units outstanding as of October 2, 2014.

4) Percentage of class A common stock is based on 6,924,644 class A common stock outstanding as if all LLC units were converted to class A common stock as of October 2, 2014.

5) The information is based solely on data provided by the WRH Wine Group on September 29, 2014. The general partner of HWG is Hambrecht Wine Management, Inc. (“HWM”), a California corporation, which is wholly owned by The Hambrecht 1980 Revocable Trust (the “Hambrecht Trust”). William R. Hambrecht is the trustee of the Hambrecht Trust and the only officer or director of HWM.

6) Includes 303,338 shares of Class A common stock owned by The Hambrecht 1980 REV Trust U/A Dated 06/01/1993, a revocable trust established by William R. Hambrecht. Mr. Hambrecht is the trustee of the trust and has the power to vote and dispose of any and all securities held by the Trust.

7) The information is based solely on data provided by WR Hambrecht + Co., LLC on October 20, 2014.

8) Includes 38,700 shares of Class A common stock owned by the Carrol-Obremeskey Family Trust u/a/d 5 April 1996, a revocable trust established by Mr. Carroll and Ms. Obremskey. Mr. Carroll and Mrs. Obremskey are joint trustees of the Trust and each person has the power to vote and dispose of any and all securities held by the Trust. Both Mr. Carroll and Mrs. Obremskey disclaim beneficial ownership of the shares and options owned by the other. Also includes 806,596 LLC Units which have the right to exchange for shares of our Class A common stock on a one-for-one basis.

9)

Includes 34,000 shares of Class A common Stock owned by the Dolan 2003 Family Trust u/a/d 5 June 2003, a revocable trust established by Mr. Dolan. Also includes 387,064 LLC Units which have the right to exchange for shares of our Class A common stock on a one-for-one basis.

10) Includes 34,000 shares of Class A common Stock owned by the Dolan 2005 Family Trust u/a/d 24 August 2005, a revocable trust established by Mr. Dolan and Mrs. Dolan. Mr. Dolan and Mrs. Dolan are joint trustees of the Trust and each person has the power to vote and dispose of any and all securities held by the Trust. Both Mr. Dolan and Mrs. Dolan disclaim beneficial ownership of the shares and options owned by the other. Also includes 387,064 LLC Units which have the right to exchange for shares of our Class A common stock on a one-for-one basis.

11) Includes 13,000 shares of Class A common stock owned by Mr. Graham. Also includes 168,168 LLC units which have the right to exchange for shares of our Class A common stock on a one-for-one basis.

12) Includes 52,500 shares of Class A common stock owned by the Hurst Family Trust u/a/d 1 August 2004, a revocable trust established by Mr. Hurst and Mrs. Hurst, husband and wife. Mr. Hurst and Mrs. Hurst are joint trustees of the Trust and each person has the power to vote and dispose of any and all securities held by the Trust. Both Mr. Hurst and Mrs. Hurst disclaim beneficial ownership of the shares by the other. Also includes 1,094,114 LLC Units which have the right to exchange for shares of our Class A common stock on a one-for-one basis.

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LEGAL MATTERS

The validity of the shares of Class A common stock will be passed upon for us by Morrison & Foerster LLP, New York, New York.

EXPERTS

The consolidated financial statements incorporated in this Prospectus by reference from the Company's Annual Report on Form 10-K have been audited by Burr Pilger Mayer, Inc., an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

INCORPORATION BY REFERENCE

The SEC's rules allow us to "incorporate by reference" information into this prospectus. This means that we can disclose important information to you by referring you to another document. Any information referred to in this way is considered part of this prospectus from the date we file that document. Any reports filed by us with the SEC after the date of the initial registration statement and prior to effectiveness of the registration statement and any reports filed by us with the SEC after the date of this prospectus and before the date that the offerings of the shares of Class A common stock by means of this prospectus are terminated will automatically update and, where applicable, supersede any information contained in this prospectus or incorporated by reference in this prospectus.

We incorporate by reference into this prospectus the following documents or information filed with the SEC:

1. Annual Report on Form 10-K for the year ended June 30, 2014, filed on September 29, 2014 (File No. 001-35973);
2. The description of shares of Class A common stock contained in the Registration Statement on Form S-1, dated June 20, 2013 (File No. 001-333-187164), of Truett-Hurst, Inc., filed with the SEC under Section 12(b) of the Exchange Act; and
3. All documents filed by Truett-Hurst, Inc. under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the initial registration statement and prior to effectiveness of the registration statement and after the date of this prospectus and before the termination of the offerings to which this prospectus relates.

We will provide without charge to each person, including any beneficial owner, to whom this prospectus is delivered, upon his or her written or oral request, a copy of any or all documents referred to above which have been or may be incorporated by reference into this prospectus, excluding exhibits to those documents unless they are specifically incorporated by reference into those documents. You can request those documents from Truett-Hurst, Inc., at P.O. Box 1532 Healdsburg CA 95448. You also may contact us at 707.431.4436 or visit our website at http://www.truetthurstinc.com for copies of those documents. Our website and the information contained on our website are not a part of this prospectus, and you should not rely on any such information in making your decision whether to purchase the shares offered hereby.

WHERE YOU CAN FIND MORE INFORMATION

We have filed a registration statement on Form S-3 with the SEC relating to the shares of Class A common stock covered by this prospectus. This prospectus, filed as part of the registration statement, does not contain all of the information set forth in the registration statement and its exhibits and schedules, portions of which have been omitted as permitted by the rules and regulations of the SEC. For further information about us and our Class A common stock, we refer you to the registration statement and to its exhibits. Statements in this prospectus about the contents of any contract, agreement or other document are not necessarily complete and, in each instance, we refer you to the copy of such contract, agreement or document filed as an exhibit to the registration statement, with each such statement being qualified in all respects by reference to the document to which it refers. Anyone may inspect the registration statement and its exhibits and schedules without charge at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain copies of all or any part of these materials from the SEC upon the payment of certain fees prescribed by the SEC.

You may obtain further information about the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330. You may also inspect these reports and other information without charge at a website maintained by the SEC. The address of this site is http://www.sec.gov.

We are subject to the information requirements of the Exchange Act, and we are required to file annual, quarterly and current reports, proxy statements and other information with the SEC. You may inspect and copy these reports, proxy statements and other information at the public reference facilities maintained by the SEC at the address noted above. You also are able to obtain copies of this material from the Public Reference Room of the SEC as described above, or inspect them without charge at the SEC's website. We make available free of charge on the Investor Relations section of our website (http://www.truetthurstinc.com) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed or furnished with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act. We intend to make available to our stockholders annual reports containing consolidated financial statements audited by an independent registered public accounting firm.

Truett-Hurst, Inc.

October 17, 2014