

Actavis Funding SCS  
 Form 424B5  
 March 02, 2015  
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The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated March 2, 2015.

Preliminary prospectus supplement

(To prospectus dated February 19, 2015)

\$

## Actavis Funding SCS

\$	Floating Rate Notes due 20	\$	% Notes due 20
\$	% Notes due 20	\$	% Notes due 20
\$	% Notes due 20	\$	% Notes due 20
\$	Floating Rate Notes due 20	\$	% Notes due 20
\$	% Notes due 20		

**Guaranteed by**

**Warner Chilcott Limited, Actavis Capital S.à r.l. and Actavis, Inc.**

Actavis Funding SCS, a limited partnership (*société en commandite simple*) organized under the laws of the Grand Duchy of Luxembourg (Actavis SCS or we) and an indirect subsidiary of Actavis plc, is offering its Floating Rate Notes due 20 (the floating rate notes), Floating Rate Notes due 20 (the floating rate notes) and, collectively with the floating rate notes, the floating rate notes), % Notes due 20 (the notes), % Notes due 20 (the notes), % Notes due 20 (the notes), % Notes due 20 (the notes), % Notes due 20 (the notes) and % Notes due 20 (the notes) and, collectively with the other fixed rate notes listed above, the fixed rate notes). We refer to the floating rate notes and the fixed rate notes together as the notes. The floating rate notes and floating rate notes will bear interest at a floating rate equal to three-month LIBOR plus % and % per annum, respectively, payable quarterly on , , and of each year, beginning on , 2015. Interest on the fixed rate notes will be payable semi-annually on and of each year, beginning on , 2015. The notes will be issued only in minimum denominations of \$2,000 and increments of \$1,000 in excess thereof. The notes will be fully and unconditionally guaranteed by our indirect parents, Warner Chilcott Limited (Warner Chilcott) and Actavis Capital S.à r.l. (Actavis Capital), and by Actavis, Inc. (Actavis, Inc. and, together with Warner Chilcott and Actavis Capital, the guarantors), a subsidiary of Actavis Capital, on an unsecured and unsubordinated basis. Actavis plc will not guarantee the notes.

The notes will be our unsecured and unsubordinated obligations and will rank equally in right of payment with all of our and the guarantors other unsecured and unsubordinated indebtedness from time to time outstanding. See Description of the notes Ranking.

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We intend to use the net proceeds of this offering, together with the net proceeds of Actavis plc's substantially concurrent offerings of ordinary shares and mandatory convertible preferred shares and the other Debt Financing (as defined herein) to finance Actavis plc's pending acquisition of Allergan, Inc. (Allergan) (as described herein), and to pay related fees and expenses. The completion of this offering is not contingent on the closing of any other offering or the completion of the acquisition of Allergan, which, if completed, will occur subsequent to the closing of this offering. In the event that the acquisition is not completed on or before November 30, 2015 at 5:00 p.m. (New York City time), or, if prior to such time, the Merger Agreement (as defined herein) is terminated, we will be required to redeem all of the outstanding notes pursuant to a special mandatory redemption at a redemption price equal to 101% of the aggregate principal amount of the notes plus accrued and unpaid interest to but excluding the special mandatory redemption date on the notes as described under the caption "Description of the notes - Special mandatory redemption."

We may redeem the fixed rate notes, in whole or in part, at any time or from time to time at the applicable redemption prices described under the heading "Description of the notes - Optional redemption" in this prospectus supplement. Upon the occurrence of a Change of Control Triggering Event (as defined herein), each holder of the notes will have the right to require us to purchase all or a portion of such holder's notes at a price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest to but excluding the date of purchase.

**Investing in the notes involves risks. See Risk factors beginning on page S-21 of this prospectus supplement and page 8 of the accompanying prospectus.**

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

	Public offering price(1)	Underwriting discount	Proceeds to Actavis Funding SCS(2)
Per floating rate note	%	%	%
Total	\$	\$	\$
Per note	%	%	%
Total	\$	\$	\$
Per note	%	%	%
Total	\$	\$	\$
Per floating rate note	%	%	%
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We are responsible for the information contained and incorporated by reference in this prospectus supplement, the accompanying prospectus and in any related free writing prospectus we prepare or authorize. We have not, and the underwriters have not, authorized anyone to provide you with any other information, and we and the underwriters take no responsibility for any other information that others may give you. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any related free writing prospectus is accurate as of any date other than the date of the document containing such information.

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### **About this prospectus supplement**

This document is in two parts. The first part is this prospectus supplement, which describes certain matters relating to us and this offering of the notes and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part, the accompanying prospectus, dated February 19, 2015, gives more general information about us and the securities we may offer from time to time under our shelf registration statement, some of which may not apply to this offering of the notes. If the description of this offering of the notes in the accompanying prospectus is different from the description in this prospectus supplement, you should rely on the information contained in this prospectus supplement.

You should read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus in their entirety, including the additional information described under [Where you can find more information](#) and [Incorporation of certain documents by reference](#) in this prospectus supplement before deciding whether to invest in the notes offered by this prospectus supplement.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountants and other advisers for legal, tax, business, financial and related advice regarding the purchase of the notes offered by this prospectus supplement.

Unless indicated otherwise, or the context otherwise requires, references in this document to [Actavis SCS](#), [issuer](#), [we](#), [us](#), and [our](#) are to [Actavis Funding SCS](#), references to [the Company](#) are to [Actavis plc](#) and its consolidated subsidiaries and references to [Actavis plc](#) are only to [Actavis plc](#) and not any of its subsidiaries. References to [dollars](#) and [\\$](#) are to United States dollars.

### **Trademarks and trade names**

This prospectus supplement contains references to our trademarks and service marks and to those belonging to other entities. Solely for convenience, trademarks and trade names referred to in this prospectus may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensor to these trademarks and trade names. We do not intend our use or display of other companies' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

### **Where you can find more information**

This prospectus supplement is part of a registration statement on Form S-3 filed with the Securities and Exchange Commission (the [SEC](#)) (Reg. No. 333-202168) using a shelf registration process under the Securities Act of 1933, as amended (the [Securities Act](#)), relating to the securities to be offered in this offering. This prospectus supplement does not contain all of the information set forth in the registration statement, certain parts of which are omitted in accordance with the rules and regulations of the SEC. For further information with respect to us, the guarantors and the securities offered hereby, reference is hereby made to the registration statement. The registration statement, including the exhibits thereto, may be inspected at the Public Reference Room maintained by the SEC at the address set forth below. Statements contained herein concerning any document filed as an exhibit are not necessarily complete, and, in each instance, reference is made to the copy of such document filed as an exhibit to the registration statement. Each such statement is qualified in its entirety by such reference.

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Actavis plc and Warner Chilcott, our indirect parent companies, and Allergan each file annual, quarterly and current reports and other information with the SEC. Actavis SCS, the issuer of the notes, and Actavis Capital and Actavis, Inc., together with Warner Chilcott, the guarantors on the notes, are wholly-owned indirect subsidiaries of Actavis plc. Actavis SCS, Actavis Capital and Actavis, Inc. are also wholly-owned indirect subsidiaries of Warner Chilcott. Actavis SCS, Actavis Capital and Actavis, Inc. are exempt from separate SEC information reporting requirements. You may read and copy reports and other information that each of Actavis plc, Warner Chilcott and Allergan file with the SEC at the public reference facilities maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information on the public reference rooms. The SEC also maintains an Internet site at <http://www.sec.gov> from which you can access Actavis plc's, Warner Chilcott's and Allergan's filings. The information contained on the SEC's website is not incorporated by reference into this prospectus supplement or the accompanying prospectus and should not be considered to be part of the prospectus supplement or accompanying prospectus except as described in this section or in the Incorporation of certain documents by reference section. See Description of the notes Certain covenants Reports to holders on page S-64 of this prospectus supplement for information about the reports and other information that Warner Chilcott is required to furnish to holders of notes and how those obligations may be satisfied.

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## Incorporation of certain documents by reference

The rules of the SEC allow us to incorporate by reference information into this prospectus supplement, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus supplement. Information in this prospectus supplement supersedes information incorporated by reference from documents filed with the SEC prior to the date of this prospectus supplement, while information that we file later with the SEC will automatically update and supersede information contained in or previously incorporated by reference into this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus incorporate by reference the documents that our parent companies, Actavis plc and Warner Chilcott, and Allergan have previously filed with the SEC. These documents contain important information about Actavis plc, Warner Chilcott and Allergan, respectively. The accompanying prospectus incorporates by reference certain documents that Actavis plc, Warner Chilcott and Allergan, as well as certain predecessor companies of the Company and certain of its subsidiaries, have filed with the SEC.

See Incorporation of certain documents by reference in the accompanying prospectus. This prospectus supplement and the accompanying prospectus incorporate by reference any future filings other than information furnished pursuant to Item 2.02 or Item 7.01 of a Current Report on Form 8-K, that Actavis plc, Warner Chilcott and Allergan make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), on or after the date of this prospectus supplement and before the termination of the offering of the securities covered by this prospectus supplement.

We encourage you to read Actavis plc's, Warner Chilcott's and Allergan's periodic and current reports, as they provide additional information about each of them that prudent investors find important. You can obtain a copy of Actavis plc's and Warner Chilcott's filings at no cost on Actavis plc's website, <http://www.actavis.com> under the Investors link, then under the heading Financial Information and then under the subheading SEC Filings. You can obtain a copy of Allergan's filings on its website, <http://www.allergan.com>. You can also obtain a copy of Actavis plc's or Warner Chilcott's filings at no cost by writing to our administrative headquarters, calling or emailing the following address, phone number and email address:

Actavis plc

Morris Corporate Center III

400 Interpace Parkway

Parsippany, New Jersey 07054

Attn: Investor Relations

(862) 261-7000

[investor.relations@actavis.com](mailto:investor.relations@actavis.com)

The information contained on or that can be accessed through Actavis plc's website or Allergan's website is not incorporated in, and is not part of, this prospectus supplement, the accompanying prospectus or the registration statement, and you should not rely on that information in making your investment decision unless that information is also in this prospectus supplement or the accompanying prospectus or has been expressly incorporated by reference into this prospectus supplement or the accompanying prospectus. Please note that we have included Actavis plc's website address and Allergan's website address in this prospectus supplement solely as an inactive textual reference.

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## **Cautionary note regarding forward-looking statements**

Any statements contained in this prospectus supplement, the accompanying prospectus and the information incorporated by reference herein and therein that refer to the Company's estimated or anticipated future results or other non-historical facts are forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) that reflect the Company's current perspective of existing trends and information as of the date of the relevant document. Forward-looking statements generally will be accompanied by words such as *anticipate, believe, plan, could, should, future, estimate, expect, forecast, outlook, guidance, intend, may, might, will, possible, targets,* or other similar words, phrases or expressions. It is important to note that the Company's goals and expectations are not predictions of actual performance. Actual results may differ materially from the Company's current expectations depending upon a number of factors affecting the Company's and our businesses. These factors include, among others:

the Company's ability to successfully develop and commercialize new products;

the Company's ability to conform to regulatory standards and receive requisite regulatory approvals;

availability of raw materials and other key ingredients;

uncertainty and costs of legal actions and government investigations;

the inherent uncertainty associated with financial projections;

fluctuations in the Company's operating results and financial condition, particularly given its manufacturing and sales of branded and generic products;

risks associated with acquisitions, mergers and joint ventures, such as difficulties integrating businesses, uncertainty associated with financial projections, projected synergies, restructuring, increased costs, and adverse tax consequences;

the adverse impact of substantial debt and other financial obligations on the ability to fulfill and/or refinance debt obligations;

risks associated with relationships with employees, vendors or key customers as a result of acquisitions of businesses, technologies or products;

the Company's compliance with federal and state healthcare laws, including laws related to fraud, abuse, privacy security;

risks of the generic industry generally;

generic product competition with the Company's branded products;

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uncertainty associated with the development of commercially successful branded pharmaceutical products;

uncertainty associated with development and approval of commercially successful biosimilar products;

costs and efforts to defend or enforce technology rights, patents or other intellectual property;

expiration of the Company's patents on its branded products and the potential for increased competition from generic manufacturers;

risks associated with owning the branded and generic version of a product;

competition between branded and generic products;

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the ability of branded product manufacturers to limit the production, marketing and use of generic products;

the Company's ability to obtain and afford third-party licenses and proprietary technology it needs;

the Company's potential infringement of others' proprietary rights;

the Company's dependency on third-party service providers and third-party manufacturers and suppliers that in some cases may be the only source of finished products or raw materials that it needs;

the Company's competition with certain of its significant customers;

the impact of the Company's returns, allowance and chargeback policies on its future revenue;

successful compliance with governmental regulations applicable to the Company's and its third party providers' facilities, products and/or businesses;

the difficulty of predicting the timing or outcome of product development efforts and regulatory agency approvals or actions, if any;

the Company's vulnerability to and ability to defend against product liability claims and obtain sufficient or any product liability insurance;

the Company's ability to retain qualified employees and key personnel;

the effect of intangible assets and resulting impairment testing and impairment charges on the Company's financial condition;

the Company's ability to obtain additional debt or raise additional equity on terms that are favorable to the Company;

difficulties or delays in manufacturing;

the Company's ability to manage environmental liabilities;

global economic conditions;

the Company's ability to continue foreign operations in countries that have deteriorating political or diplomatic relationships with the United States;

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the Company's ability to continue to maintain global operations;

risks associated with tax liabilities, or changes in U.S. federal or international tax laws to which the Company and its affiliates are subject, including the risk that the Internal Revenue Service disagrees that the Company is a foreign corporation for U.S. federal tax purposes;

risks of fluctuations in foreign currency exchange rates;

risks associated with cyber-security and vulnerability of the Company's information and employee, customer and business information that it stores digitally;

the Company's ability to maintain internal control over financial reporting;

changes in the laws and regulations, affecting among other things, availability, pricing and reimbursement of pharmaceutical products;

the highly competitive nature of the pharmaceutical industry;

the Company's ability to successfully navigate consolidation of its distribution network and concentration of its customer base;

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the difficulty of predicting the timing or outcome of pending or future litigation or government investigations;

developments regarding products once they have reached the market; and

other risks and uncertainties including those discussed in "Risk factors" in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement.

When considering these forward-looking statements, you should keep in mind the cautionary statements in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. Additional information concerning factors that could cause actual results to differ materially from those in forward-looking statements include those discussed under "Risk factors" beginning on page S-21 of this prospectus supplement and page 8 of the accompanying prospectus, in "Cautionary note regarding forward-looking statements" beginning on page 8 of the accompanying prospectus and in Actavis plc's, Warner Chilcott's and Allergan's periodic reports referred to in "Where you can find more information" above, including the risk factors summarized and included in Actavis plc's and Warner Chilcott's Annual Report on Form 10-K for the year ended December 31, 2014 and Allergan's Annual Report on Form 10-K for the year ended December 31, 2014. We do not undertake any responsibility to release publicly any revisions to these forward-looking statements to take into account events or circumstances that occur after the date of this prospectus. Additionally, we do not undertake any responsibility to update you on the occurrence of any unanticipated events, which may cause actual results to differ from those expressed or implied by these forward-looking statements.

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## **Summary**

*This summary highlights information contained elsewhere in this prospectus supplement and does not contain all of the information you should consider in making your investment decision. You should carefully read the entire prospectus supplement and accompanying prospectus and the information included or incorporated or deemed to be incorporated by reference herein and therein, including the section entitled Risk factors included in this prospectus supplement and the consolidated financial statements and the accompanying notes incorporated by reference in this prospectus supplement, before making an investment decision.*

### **About Actavis plc**

The Company is a global specialty pharmaceutical company engaged in the development, manufacturing, marketing, and distribution of generic, branded generic, brand name ( brand ), biosimilar and over-the-counter ( OTC ) pharmaceutical products. The Company also develops and out-licenses generic pharmaceutical products primarily in Europe through its Medis third-party business. Actavis SCS, a wholly-owned indirect subsidiary of Actavis plc and of Warner Chilcott, one of the guarantors of the notes, is a limited partnership (*société en commandite simple*) organized under the laws of the Grand Duchy of Luxembourg, having its registered office at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B187.310, having a share capital of \$20,000.

The Company has operations in more than 60 countries throughout North America (U.S., Canada and Puerto Rico) and the rest of world. The U.S. remains its largest commercial market and represented more than half of its total net revenues for each of 2014, 2013 and 2012. As of December 31, 2014, the Company marketed approximately 250 generic pharmaceutical product families and approximately 80 brand pharmaceutical product families in the U.S. and distributed approximately 12,650 stockkeeping units through its Anda Distribution segment.

As a result of the differences between the types of products the Company markets and/or distributes and the methods by which it distributes these products, the Company operates and manages its business in three distinct operating segments: North American Brands, North American Generics and International and Anda Distribution.

The Company's North American Brands business is focused on maintaining a leading position within North America, and in particular, the U.S. market. The Company markets its brand products through its active sales professionals in North America. The Company's sales and marketing efforts focus on general and specialty physicians who specialize in the diagnosis and treatment of particular medical conditions. Each group offers products to satisfy the unique needs of these physicians. The Company believes this focused sales and marketing approach enables it to foster close professional relationships with specialty physicians, as well as cover the primary care physicians who also prescribe in selected therapeutic areas. The Company believes that the current structure of sales professionals is very adaptable to the additional products it plans to add to its brand portfolio. Key therapeutic areas of focus for this segment include:

Central nervous system ( CNS ). Key products include the Namenda franchise for dementia and Viibryl® for major depressive disorders.

Women's health and urology. Key products include Lo Loestrin® Fe oral contraceptive, Minastrin® 24 Fe oral contraceptive and Estrace® Cream for relief from menopausal symptoms.

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Gastroenterology ( GI ). Key products include Linzess<sup>®</sup> for irritable bowel syndrome and Asacol<sup>®</sup> HD/Delzicol<sup>®</sup> for ulcerative colitis.

Cardiovascular. Key products include Bystolic<sup>®</sup> for hypertension.

The Company's North American Generics and International business is focused on maintaining a leading position within both the North American, and in particular, the U.S. market and its key international markets and strengthening its global position by offering a consistent and reliable supply of quality brand and generic products. The Company's strategy in the U.S. is to develop pharmaceuticals that are difficult to formulate or manufacture or will complement or broaden its existing product lines. Internationally, the Company seeks to grow its market share in key markets while expanding its presence in new markets. The Company plans to accomplish this through new product launches, filing existing products overseas and in-licensing products through acquisitions and strategic alliances. In the U.S., the Company predominantly markets its generic products to various drug wholesalers, mail order, government and national retail drug and food store chains utilizing a small team of sales and marketing professionals. The Company also develops and out-licenses generic pharmaceutical products through its Medis third party business.

The Company's Anda Distribution segment distributes generic and brand pharmaceutical products manufactured by third parties, as well as by the Company, primarily to independent pharmacies, pharmacy chains, pharmacy buying groups and physicians' offices. Sales are principally generated through the Company's national accounts relationships, an in-house telemarketing staff and through internally developed ordering systems. The Company believes that it is able to effectively compete in the distribution market, and therefore optimize its market share, based on competitive pricing, high levels of inventory for responsive customer service that includes next day delivery to the entire U.S., and well-established relationships with its customers, supplemented by electronic ordering capabilities. The Company is the only U.S. pharmaceutical company that has meaningful distribution operations with direct access to independent pharmacies.

The Company devotes significant resources to the research and development ( R&D ) of brand products, generic products, biosimilars and proprietary drug delivery technologies. The Company conducts R&D through a network of more than 20 global R&D centers. The Company is presently developing a number of products through a combination of internal and collaborative programs. As of December 31, 2014, the Company is developing a number of brand products, some of which utilize novel drug-delivery systems, through a combination of internal and collaborative programs, and it had more than 200 Abbreviated New Drug Applications on file in the U.S. The Company's R&D strategy focuses on the following product development areas:

Application of proprietary drug-delivery technology for new product development in specialty areas;

Acquisition of mid-to-late development-stage brand drugs and biosimilars;

Off-patent drugs that are difficult to develop or manufacture, or that complement or broaden the Company's existing product lines; and

Development of sustained-release, semi-solid, liquid, oral transmucosal, transdermal, gel, injectable and other drug delivery technologies and the application of these technologies to proprietary drug forms.

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### **The Allergan acquisition**

On November 17, 2014, Actavis plc and Allergan announced a definitive agreement (the **Merger Agreement**) under which Actavis plc will acquire Allergan for a combination of \$129.22 in cash (the **Cash Consideration Portion**) and 0.3683 Actavis plc ordinary shares for each share of Allergan common stock (the **Acquisition**). Based on the closing price of Actavis plc's shares on November 14, 2014, the transaction was valued at approximately \$66.0 billion. The transaction is expected to close in the late first quarter or early second quarter of 2015.

Actavis plc's combination with Allergan will create one of the top 10 global pharmaceutical companies by sales revenue. The Company believes the combination provides a strong foundation for long-term growth, anchored by leading franchises complemented by a late-stage pipeline focused on innovative and durable value-enhancing products within brands, generics, biologics and OTC portfolios.

In the U.S., the combination makes the Company more relevant to a broader group of physicians and customers through the addition of key Allergan products. The Company believes that the addition of Allergan's therapeutic franchises in ophthalmology, neurosciences and medical aesthetics/dermatology will complement the Company's existing CNS, GI, women's health and urology franchises. The combined company will also benefit from Allergan's global brand equity and consumer awareness of key products, including Botox® and Restasis®.

Overseas, the combination will enhance the Company's commercial position, expand its portfolio and broaden its footprint. The transaction expands the Company's presence, market and product reach across 100 international markets, with strengthened commercial positions across Canada, Europe, Southeast Asia and other high-value growth markets, including China, India, the Middle East and Latin America.

We intend to use the net proceeds of this offering, together with the net proceeds of Actavis plc's offering of its ordinary shares (the **Ordinary Shares Offering**), Actavis plc's offering of its 5.500% Mandatory Convertible Preferred Shares, Series A (the **Mandatory Convertible Preferred Shares** and, such offering, the **Mandatory Convertible Preferred Shares Offering**) and the other Debt Financing described below to finance the Cash Consideration Portion of the Acquisition and to pay related fees and expenses. In the event that Actavis plc does not consummate the Acquisition on or prior to November 30, 2015 or the Merger Agreement is terminated at any time prior to such date, then we expect to use the net proceeds from this offering together with cash on hand to redeem the notes as described under **Description of the notes** **Special mandatory redemption**. This offering is not contingent upon the closing of the Mandatory Convertible Preferred Shares Offering or the Ordinary Shares Offering (neither of which is conditioned on the closing of the other) or the completion of the Acquisition, which, if completed, will occur subsequent to the closing of this offering. We cannot assure you that the Acquisition will be completed or, if completed, that it will be completed within the time period or on the terms and with the anticipated benefits described in this prospectus supplement.

Upon the successful closing of the Acquisition, Actavis plc intends to use the Allergan name as its corporate name for its global branded pharmaceuticals business, and will retain the Actavis name for its global generic pharmaceutical business. The change in Actavis plc's corporate name will be subject to approval by Actavis plc shareholders.

### **About Allergan**

Allergan is a multi-specialty health care company focused on developing and commercializing innovative pharmaceuticals, biologics, medical devices and over-the-counter products. Allergan discovers, develops and

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commercializes a diverse range of products for the ophthalmic, neurological, medical aesthetics, medical dermatology, breast aesthetics, urological and other specialty markets around the world.

Allergan sells its products directly through its own sales subsidiaries in approximately 40 countries and, supplemented by independent distributors, in over 100 countries worldwide. Allergan maintains a global strategic marketing team, as well as regional sales and marketing organizations, to support the promotion and sale of products.

Allergan's global research and development efforts are focused on eye care, neurology, urology, skin care and medical aesthetics. Allergan supplements its own R&D activities with a commitment to identify and obtain new technologies through in-licensing, research collaborations, joint ventures and acquisitions.

Allergan's diversified business model includes products for which patients may be eligible for reimbursement and cash pay products that consumers pay for directly out-of-pocket.

Allergan operates its business on the basis of two reportable segments—specialty pharmaceuticals and medical devices. The specialty pharmaceuticals segment produces a broad range of pharmaceutical products, including: ophthalmic products for dry eye, glaucoma, inflammation, infection, allergy and retinal disease; Botox® for certain therapeutic and aesthetic indications; skin care products for acne, psoriasis, eyelash growth and other prescription and OTC skin care products; and urologics products. The medical devices segment produces a broad range of medical devices, including: breast implants for augmentation, revision and reconstructive surgery and tissue expanders; and facial aesthetics products.

Key therapeutic areas of focus for the specialty pharmaceuticals segment include:

Eye care pharmaceuticals. Key products include Restasis® for chronic dry eye, Alphagan® and Lumigan® for glaucoma, and Ozurdex® for macular edema and uveitis.

Neuromodulators. The key product in this area is Botox®, which is approved in the United States for both therapeutic indications (including adult chronic migraine, overactive bladder, urinary incontinence and cervical dystonia), and cosmetic uses (including the temporary improvement in the appearance of moderate to severe glabellar lines in adults age 65 or younger).

Skin care. Key products include Aczone® and Tazorac® for acne treatment, Latisse® for growing longer, fuller and darker eyelashes, and the SkinMedica® family of various physician-dispensed, non-prescription aesthetic products.

Key areas of focus for the medical devices segment include:

Facial aesthetics. The key product in this area is the Juvéderm® dermal filler family of products.

Breast aesthetics. Key products include silicone gel and saline breast implants in a variety of shapes, sizes and textures for breast augmentation, revision and reconstructive surgery.

Plastic surgery. The key product in this area is the Seri® Surgical Scaffold product indicated for use as a transitory scaffold for soft tissue support and repair.

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**Corporate structure**

The following chart provides a summary of the Company's corporate structure and the amount of third party indebtedness in millions of dollars as of December 31, 2014 on a pro forma basis after giving effect to the Acquisition. The chart depicts only selected subsidiaries of the Company, including each of the guarantors. For further information, please see "Capitalization" on page S-35 of this prospectus supplement and "Unaudited pro forma combined financial information" on page S-37 of this prospectus supplement.

Actavis Funding SCS is a limited partnership (*société en commandite simple*) organized under the laws of the Grand Duchy of Luxembourg.

Warner Chilcott Limited is a Bermuda exempted company. Warner Chilcott's registered office is located at Canon's Court 22 Victoria Street, Hamilton, HM 12, Bermuda and Warner Chilcott's telephone number is (441) 295-2244.

Actavis Capital S.à r.l. is a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 6, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B178.410, having a share capital of \$367,384.

Actavis, Inc. is a Nevada corporation. Actavis, Inc.'s principal executive offices are at 400 Interpace Parkway, Parsippany, NJ 07054. Actavis, Inc.'s telephone number is (862) 261-7000.



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**Financing transactions**

In addition to this offering, the Company expects to obtain or otherwise incur additional financing for the Acquisition as described below.

*Ordinary shares offering.* Prior to this offering, Actavis plc offered, by means of a separate prospectus supplement, 13,194,445 of its ordinary shares, plus up to 1,319,444 additional ordinary shares that the underwriters of the Ordinary Shares Offering have the option to purchase from Actavis plc, solely to cover overallotments, if any, in each case, at the actual public offering price of \$288.00 per share. The underwriters exercised the overallotment option for the Ordinary Shares Offering in full on February 25, 2015.

For a description of certain of the terms of Actavis plc's ordinary shares, see "Description of Actavis ordinary shares" in the accompanying prospectus. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy the securities being offered in the Ordinary Shares Offering.

*Mandatory convertible preferred shares offering.* Prior to this offering, Actavis plc offered, by means of a separate prospectus supplement, 4,600,000 of its Mandatory Convertible Preferred Shares, plus up to 460,000 additional Mandatory Convertible Preferred Shares that the underwriters of the Mandatory Convertible Preferred Shares Offering have the option to purchase from Actavis plc, solely to cover overallotments, if any, in each case, at the actual public offering price of \$1,000.00 per share. The underwriters exercised the overallotment option for the Mandatory Convertible Preferred Shares Offering in full on February 25, 2015.

Dividends on the Mandatory Convertible Preferred Shares will be payable on a cumulative basis when, as and if declared by Actavis plc's board of directors, or an authorized committee thereof, at an annual rate of 5.500% on the liquidation preference of \$1,000.00 per Mandatory Convertible Preferred Share. Actavis plc may pay declared dividends in cash, by delivery of its ordinary shares or by delivery of any combination of cash and its ordinary shares, as determined in its sole discretion, subject to certain limitations, on March 1, June 1, September 1 and December 1 of each year commencing June 1, 2015, to and including March 1, 2018. Each Mandatory Convertible Preferred Share will automatically convert on March 1, 2018, into between 2.8345 and 3.4722 ordinary shares of Actavis plc, subject to anti-dilution adjustments. If the Mandatory Convertible Preferred Shares Offering is completed, Actavis plc may, at its option, redeem the Mandatory Convertible Preferred Shares if the Acquisition has not closed on or before 5:00 p.m. (New York City time) on November 30, 2015, the Merger Agreement is terminated or Actavis plc determines the Acquisition will not occur.

For a description of certain other terms of Actavis plc's Mandatory Convertible Preferred Shares, see "Description of Actavis serial preferred shares" in the accompanying prospectus. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy the securities being offered in the Mandatory Convertible Preferred Shares Offering.

*Debt financing.* In connection with the Acquisition, we also expect that Actavis plc or one or more of its subsidiaries will borrow up to \$5.5 billion under senior unsecured term loan facilities (the "Term Facilities"), consisting of a tranche of three-year senior unsecured term loans in an original aggregate principal amount of \$2.75 billion and a tranche of five-year senior unsecured term loans in an original aggregate principal amount of \$2.75 billion, and will borrow amounts under a 60-day senior unsecured bridge loan facility in an original aggregate principal amount of up to \$4.698 billion (the "Cash Bridge Facility" and, together with the Term Facilities, the "other Debt Financing"). If and to the extent the Ordinary Shares Offering, the Mandatory Convertible Preferred Shares Offering and this offering are not consummated or are consummated for a lesser amount, Actavis plc will borrow up to \$30.9 billion in loans under a 364-day senior unsecured bridge facility (the "Bridge Facility"). Actavis plc expects to repay any amounts borrowed under the Cash Bridge Facility with available cash on hand. We refer to any debt financing that the Company expects to incur to fund the Cash Consideration Portion for the Acquisition as the "Debt Financing".

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Completion of this offering is not contingent upon (1) the closing of the Ordinary Shares Offering, (2) the closing of the Mandatory Convertible Preferred Shares Offering, (3) the funding of the other Debt Financing or (4) the completion of the Acquisition.

We cannot assure you that Actavis plc will complete the Acquisition or any of the other financing transactions on the terms contemplated by this prospectus supplement or at all.

After the closing of the Acquisition, if completed, Actavis plc may also replenish its cash or repay any borrowings made in connection with the Acquisition with the proceeds of additional financings.

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**The offering**

*The summary below contains basic information about this offering. It does not contain all of the information you should consider in making your investment decision. You should read the entire prospectus supplement and accompanying prospectus and the information included or incorporated and deemed to be incorporated by reference herein and therein, including the section entitled "Risk factors" included in this prospectus supplement and the consolidated financial statements and the accompanying notes incorporated by reference in this prospectus supplement, before making an investment decision.*

**Issuer** Actavis SCS, a limited partnership (*société en commandite simple*) organized under the laws of the Grand Duchy of Luxembourg, having its registered office at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B187.310, having a share capital of \$20,000.

**Guarantees** Warner Chilcott, Actavis Capital and Actavis, Inc. will guarantee the notes on an unsecured and unsubordinated basis.

**Securities Offered**

\$ aggregate principal amount of floating rate notes due 20 .

\$ aggregate principal amount of % notes due 20 .

\$ aggregate principal amount of % notes due 20 .

\$ aggregate principal amount of floating rate notes due 20 .

\$ aggregate principal amount of % notes due 20 .

\$ aggregate principal amount of % notes due 20 .

\$ aggregate principal amount of % notes due 20 .

\$ aggregate principal amount of % notes due 20 .

\$ aggregate principal amount of % notes due 20 .

**Maturity Date**

For the floating rate notes, , 20 .

For the 20 notes, , 20 .

For the floating rate notes, , 20 .

For the 20 notes, , 20 .

For the 20 notes, , 20 .

For the 20 notes, , 20 .

For the 20 notes, , 20 .

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**Interest Payment Dates**

For the floating rate notes, quarterly on \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_ of each year, beginning on \_\_\_\_\_, 2015

For the fixed rate notes, semiannually on \_\_\_\_\_ and \_\_\_\_\_ of each year, beginning \_\_\_\_\_, 2015.

**Guarantors**

The notes will be jointly and severally, irrevocably and unconditionally guaranteed by Warner Chilcott, Actavis Capital and Actavis, Inc.

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**Ranking**

The notes will be:

our general unsecured obligations;

effectively subordinated in right of payment to all our existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness;

structurally subordinated to all existing and future indebtedness and other liabilities and commitments (including trade payables and lease obligations) of our existing and future subsidiaries that do not guarantee the notes;

equal in right of payment with all of our existing and future unsecured, unsubordinated indebtedness;

senior in right of payment to all our existing and future subordinated indebtedness.

Similarly, the guarantees will be the general unsecured, unsubordinated obligations of the guarantors and will be:

effectively subordinated in right of payment to any existing and future secured indebtedness of the guarantors, to the extent of the value of the assets securing such indebtedness;

structurally subordinated to all existing and any future indebtedness and other liabilities and commitments (including trade payables and lease obligations) of subsidiaries of such guarantor that do not guarantee the notes;

equal in right of payment with all existing and any future unsecured, senior indebtedness of such guarantor; and

senior in right of payment to any future subordinated indebtedness of such guarantor.

No subsidiaries of Actavis plc other than Warner Chilcott, Actavis Capital and Actavis, Inc. will guarantee the notes, and as a result the notes will be structurally subordinated to all of the liabilities and commitments (including trade payables and lease obligations) of Actavis plc's subsidiaries (other than Actavis SCS and the guarantors).

**Special Mandatory Redemption**

The offering is not conditioned upon the consummation of the Acquisition but, in the event that Actavis plc does not consummate the Acquisition on or prior to November 30, 2015, or the Merger Agreement is terminated at any time prior to such date, then we will be required to redeem all of the outstanding notes on the special mandatory redemption date (as defined herein) at a redemption price equal to 101% of the aggregate principal amount of the notes plus accrued and unpaid interest, if any, to, but excluding, the special mandatory redemption date. See Description of the notes Special mandatory redemption.

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issued in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Indirect holders trading their beneficial interests in the global notes through DTC must trade in DTC's same-day funds settlement system and pay in immediately available funds. The notes may only be withdrawn from DTC in the limited situations described in Description of the notes Book-entry system; delivery and form.

**Use of Proceeds**

We estimate that the net proceeds to us from this offering, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately \$ . We expect to use the net proceeds of this offering, together with the net proceeds of the Ordinary Shares Offering, the Mandatory Convertible Preferred Shares Offering and the other Debt Financing, to finance the cash portion of the purchase price for the Acquisition and to pay related fees and expenses. In the event that Actavis plc does not consummate the Acquisition on or prior to November 30, 2015, or the Merger Agreement is terminated at any time prior to such date, then we expect to use the net proceeds of this offering, together with cash on hand, to redeem the notes as described under Description of the notes Special mandatory redemption.

**Covenants**

The indenture governing the notes will not contain any financial covenants or provisions limiting us or the guarantor from incurring additional indebtedness. See Description of the notes Certain covenants beginning on page S-62 of this prospectus supplement and Description of Actavis Funding SCS debt securities Certain covenants in the accompanying prospectus.

**Absence of Public Markets for the Notes**

The notes are new issues of securities with no established trading market. We do not intend to apply for a listing of the notes on any securities exchange or any automated dealer quotation system. Accordingly, there can be no assurance as to the development or liquidity of any markets for the notes. The underwriters may make a market in the notes. However, they are not obligated to do so, and any market making with respect to the notes may be discontinued at any time without notice.

**Further Issues**

We may from time to time, without the consent of the holders of the notes, create and issue additional securities having the same terms and conditions (except for the issue date, the public offering price, and if applicable, the first interest payment date) as any series of the notes, so that such issue shall be consolidated and form a single series with the outstanding notes of that series.

**Additional Amounts**

All payments made by us under or with respect to the notes or by any of the guarantors with respect to any guarantee will be made without withholding or deduction for taxes unless required by law. If we or any guarantor are required by law to withhold or deduct for taxes imposed by any relevant taxing jurisdiction with respect to a payment to the holders of notes, we or such guarantor, as applicable, will pay the additional amounts necessary so that the net amount received by the holders of notes after the withholding or deduction



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is not less than the amount that they would have received in the absence of the withholding or deduction, subject to certain exceptions. See Description of the notes Additional amounts.

**Optional Redemption for Tax Reasons**

In the event of certain developments affecting taxation we may redeem the notes in whole, but not in part, at any time upon giving prior notice, at a redemption price of 100% of the outstanding principal amount, plus accrued and unpaid interest, if any, to the date of redemption. See Description of the notes Optional redemption for changes in withholding taxes.

**Trustee**

Wells Fargo Bank, National Association.

**Risk Factors**

See Risk factors beginning on page S-21 of this prospectus supplement and page 8 of the accompanying prospectus for a discussion of factors to which you should refer and carefully consider prior to making an investment in the notes.

Table of Contents**Summary historical and pro forma financial data**

The following table sets forth the summary historical and pro forma financial data of Actavis plc. The following summary selected historical financial data should be read in conjunction with Business, Management's Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto of Actavis plc, which are incorporated by reference in this prospectus supplement. The following table sets forth summary selected financial data of Actavis plc as of and for the years ended December 31, 2014 and 2013. The financial data as of December 31, 2014 and 2013 and for the years ended December 31, 2014 and 2013 have been derived from the audited financial statements of Actavis plc. The unaudited pro forma financial information of Actavis plc is based upon the historical financial statements of Actavis plc and Allergan for the year ended December 31, 2014, each of which are incorporated by reference herein, adjusted to give effect to the transactions described under Unaudited pro forma combined financial information included in this prospectus supplement.

(In millions, except per share amounts)	Years ended December 31, Pro forma		
	2013	2014	2014
Net revenues	\$ 8,677.6	\$ 13,062.3	\$ 22,595.5
Operating expenses:			
Cost of sales (excludes amortization and impairment of acquired intangibles including product rights)	4,690.7	6,303.8	7,602.4
Research and development	616.9	1,085.9	2,802.1
Selling and marketing	1,020.3	1,850.0	4,872.1
General and administrative	1,027.5	1,743.2	3,159.4
Amortization	842.7	2,597.5	7,668.5
Goodwill impairments	647.5	17.3	17.3
In-process research and development impairments	4.9	424.3	424.3
Loss on assets held for sale	42.7	190.8	190.8
Assets sales, impairments, and contingent consideration adjustment, net	207.6	117.2	145.4
Total operating expenses	9,100.8	14,330.0	26,882.3
Operating income (loss)	(423.2)	(1,267.7)	(4,286.8)
Interest income	4.8	8.9	30.4
Interest expense	(239.8)	(411.8)	(1,566.5)
Other income (expense), net	19.8	(41.5)	52.3
Total other income (expense), net	(215.2)	(444.4)	(1,483.8)
(Loss) before income taxes and noncontrolling interest	(638.4)	(1,712.1)	(5,770.6)
(Benefit) / provision for income taxes	112.7	(81.9)	(734.0)
Net (loss)	(751.1)	(1,630.2)	(5,036.6)
(Income) / loss attributable to noncontrolling interest	0.7	(0.3)	(4.9)
Net (loss) attributable to ordinary shareholders	\$ (750.4)	\$ (1,630.5)	\$ (5,041.5)
Dividends in preferred stock			(278.3)
Net (loss) attributable to ordinary shareholders	\$ (750.4)	\$ (1,630.5)	\$ (5,319.8)

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<b>(Loss) per share attributable to ordinary shareholders:</b>			
Basic	\$ (5.27)	\$ (7.42)	\$ (13.67)
<b>Diluted</b>	<b>\$ (5.27)</b>	<b>\$ (7.42)</b>	<b>\$ (13.67)</b>
<b>Weighted average shares outstanding:</b>			
Basic	142.3	219.7	389.2
Diluted	142.3	219.7	389.2

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	<b>At December 31, Pro forma</b>		
<b>(in millions)</b>	<b>2013</b>	<b>2014</b>	<b>2014</b>
Current assets	\$ 4,434.7	\$ 6,881.7	\$ 11,338.3
Working capital, excluding assets and liabilities held for sale	1,115.4	939.8	3,542.3
Total assets	22,725.9	52,529.1	139,749.2
Total debt and capital leases	9,052.0	15,543.7	44,211.3
Total equity	9,537.1	28,335.5	71,463.4

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## **Risk factors**

*Investing in the notes involves risk. Our indirect parent, Actavis plc, and its subsidiaries are subject to various regulatory, operating and other risks as a result of the nature of their operations and the marketplace in which they operate. Many of these risks are beyond our and their control and several pose significant challenges to our and their business, operations, revenues, net income and cash flows. Before you decide to buy the notes, you should carefully consider the risks described below, which include risks associated with Actavis plc's acquisition of Allergan, together with the risk factors described in the accompanying prospectus and with all the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. The risks described herein and therein are not the only ones we face. Additional risks of which we are not presently aware or that we currently believe are immaterial may also harm our business. If any of the risks actually occur, Actavis plc's or our business, financial condition or results of operations could suffer. In that event, we may be unable to meet our obligations under the notes and you may lose all or part of your investment.*

*For more information about the risks, uncertainties and assumptions relating to us, Actavis plc and our business, we refer you to the discussion under the caption "Risk factors" included in Actavis plc's and Warner Chilcott's Annual Report on Form 10-K for the year ended December 31, 2014, as updated by annual, quarterly and other reports and documents Actavis plc and Warner Chilcott file with the SEC, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.*

*For more information about the risks, uncertainties and assumptions relating to Allergan and its business, we refer you to the discussion under the caption "Risk factors" included in Allergan's Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference in this prospectus supplement and the accompanying prospectus.*

### **Risks relating to the notes**

***Actavis plc may fail to realize all of the anticipated benefits of the Acquisition or those benefits may take longer to realize than expected. Actavis plc may also encounter significant difficulties in integrating the two businesses.***

The ability of Actavis plc to realize the anticipated benefits of the Acquisition will depend, to a large extent, on Actavis plc's ability to integrate the two businesses. The combination of two independent businesses is a complex, costly and time-consuming process. As a result, Actavis plc and Allergan will be required to devote significant management attention and resources prior to closing to prepare for integrating, and Actavis plc will be required to devote significant management attention and resources post-closing to integrate, the business practices and operations of Actavis plc and its subsidiaries and Allergan and its subsidiaries. The integration process may disrupt the businesses and, if implemented ineffectively, would restrict the realization of the full expected benefits. The failure to meet the challenges involved in integrating the two businesses and to realize the anticipated benefits of the transactions could cause an interruption of, or a loss of momentum in, the activities of the combined company and could adversely affect the results of operations of the combined company.

In addition, the overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer and other business relationships, and diversion of management's attention. The difficulties of combining the operations of the companies include, among others:

the diversion of management's attention to integration matters;

difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from the combination;

difficulties in the integration of operations and systems;

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conforming standards, controls, procedures and accounting and other policies, business cultures and compensation structures between the two companies;

difficulties in the assimilation of employees;

difficulties in managing the expanded operations of a significantly larger and more complex company;

challenges in keeping existing customers and obtaining new customers;

potential unknown liabilities, adverse consequences and unforeseen increased expenses associated with the Acquisition, including possible adverse tax consequences to the Actavis plc group pursuant to the anti-inversion rules under section 7874 of the Internal Revenue Code of 1986, as amended, as a result of the Acquisition or otherwise;

challenges in attracting and retaining key personnel; and

coordinating a geographically dispersed organization.

Many of these factors will be outside of the control of Actavis plc or Allergan and any one of them could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy, which could materially impact the business, financial condition and results of operations of the combined company. In addition, even if the operations of the businesses of Actavis plc and Allergan are integrated successfully, the full benefits of the transactions may not be realized, including the synergies, cost savings or sales or growth opportunities that are expected. These benefits may not be achieved within the anticipated time frame, or at all. Further, additional unanticipated costs may be incurred in the integration of the businesses of Actavis plc and Allergan. All of these factors could cause dilution to the earnings per share of Actavis plc, decrease or delay the expected accretive effect of the transactions, and negatively impact our ability to meet our obligations under the notes. As a result, it cannot be assured that the combination of Actavis plc and Allergan will result in the realization of the full benefits anticipated from the transactions.

***Actavis plc and Allergan will incur direct and indirect costs as a result of the Acquisition***

Actavis plc and Allergan will incur substantial expenses in connection with and as a result of completing the Acquisition and, over a period of time following the completion of the Acquisition, Actavis plc further expects to incur substantial expenses in connection with coordinating the businesses, operations, policies and procedures of Actavis plc and Allergan. While Actavis plc has assumed that a certain level of transaction expenses will be incurred, factors beyond Actavis plc's control could affect the total amount or the timing of these expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately.

***If the Acquisition is consummated, Actavis plc and we will incur a substantial amount of debt to finance the aggregate cash consideration portion of the purchase price for the Acquisition and certain other amounts to be paid in connection with the Acquisition, which could adversely affect Actavis plc's and our businesses, including by restricting its and our ability to engage in additional transactions or incur additional indebtedness or resulting in a downgrade or other adverse action with respect to Actavis plc's credit rating.***

In connection with the Acquisition, Actavis plc expects that one or more of its subsidiaries, including Actavis SCS, will (i) borrow up to \$5.5 billion under the Term Facilities, (ii) issue and sell up to \$21.0 billion of the notes, (iii) borrow up to \$4.698 billion under the Cash Bridge Facility and (iv) if and to the extent the notes offered hereby, the Ordinary Shares or the Mandatory Convertible Preferred Shares are not issued and sold or are sold in less than anticipated amounts, borrow up to \$30.9 billion under the Bridge Facility. Following the completion of the Acquisition, the combined consolidated company will have a significant amount of debt outstanding. On a pro forma basis, giving effect to the incurrence of debt, the consolidated debt of Actavis plc would have been

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approximately \$44.2 billion as of December 31, 2014. Actavis plc's net consolidated borrowing costs, which cannot be predicted at this time, will depend on rates in effect from time to time, the structure of the debt, taxes and other factors.

This substantial level of indebtedness could have important consequences to Actavis plc's and our business, including, but not limited to:

reducing the benefits Actavis plc expects to receive from the Acquisition;

making it more difficult for Actavis plc and us to satisfy our respective obligations;

limiting Actavis plc's and our ability to borrow additional funds and increasing the cost of any such borrowing;

increasing Actavis plc's vulnerability to, and reducing its flexibility to respond to, general adverse economic and industry conditions;

limiting Actavis plc's flexibility in planning for, or reacting to, changes in its business and the industry in which it operates;

placing Actavis plc at a competitive disadvantage as compared to its competitors, to the extent that they are not as highly leveraged; and

restricting Actavis plc and us from pursuing certain business opportunities.

Actavis plc's and our credit ratings impact the cost and availability of future borrowings and, accordingly, Actavis plc's cost of capital. Actavis plc's and our ratings at any time will reflect each rating organization's then opinion of Actavis plc's and our financial strength, operating performance and ability to meet our respective debt obligations. Following the announcement of the Acquisition, Standard & Poor's Rating Services, Moody's Investor Service, Inc. and Fitch Ratings, Inc. each reaffirmed its respective ratings of Actavis plc and our existing senior unsecured notes. However, there can be no assurance that Actavis plc or we will achieve a particular rating or maintain a particular rating in the future. Any reduction in Actavis plc's or our credit ratings may limit Actavis plc's or our ability to borrow at interest rates consistent with the interest rates that have been available to Actavis plc and us prior to the Acquisition. If Actavis plc's or our credit ratings are downgraded or put on watch for a potential downgrade, Actavis plc or we may not be able to sell additional debt securities or borrow money in the amounts, at the times or interest rates or upon the more favorable terms and conditions that might be available if Actavis plc's or our current credit ratings are maintained. Any impairment of Actavis plc's or our ability to obtain future financing on favorable terms could have an adverse effect on Actavis plc's ability to refinance the Bridge Facility, if drawn, with the issuance of debt securities or alternatives to the Bridge Facility on terms more favorable than under the Bridge Facility, or to refinance, to the extent the Cash Bridge Facility is not otherwise repaid using Allergan's cash on hand, the Cash Bridge Facility, or our ability to meet our obligations under the notes.

***Actavis plc expects that, for a period of time following the consummation of the Acquisition, Actavis plc will have significantly less cash on hand than the sum of cash on hand of Actavis plc and Allergan prior to the Acquisition. This reduced amount of cash could adversely affect Actavis plc's ability to grow.***

Actavis plc is expected to have, for a period of time following the consummation of the Acquisition, significantly less cash and cash equivalents on hand than the approximately \$5.16 billion of combined cash and cash equivalents of the two companies as of December 31, 2014. On a pro forma basis, giving effect to the Acquisition as if it had been consummated on December 31, 2014, Actavis plc would have \$1.76 billion of cash and cash equivalents as of December 31, 2014. Although the management of Actavis plc believes that it will have access to cash sufficient to meet Actavis plc's business objectives and capital needs, the lessened availability of cash and cash equivalents for a period of time following the consummation of the Acquisition

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could constrain Actavis plc's ability to grow its business. Actavis plc's more leveraged financial position following the Acquisition could also make it vulnerable to general economic downturns and industry conditions, and place it at a competitive disadvantage relative to its competitors that have more cash at their disposal or negatively impact our ability to meet our obligations under the notes. In the event that Actavis plc does not have adequate capital to maintain or develop its business, additional capital may not be available to Actavis plc or us on a timely basis, on favorable terms, or at all.

### ***The Merger Agreement may be terminated in accordance with its terms and the Acquisition may not be completed.***

The Merger Agreement contains a number of conditions that must be fulfilled to complete the Acquisition. Those conditions include: the approval of the Merger Agreement and Plan of Merger, dated as of November 16, 2014, as it may be amended from time to time, by and among Actavis plc, Avocado Acquisition Inc. and Allergan, by Allergan stockholders; the approval of Actavis plc's proposal for the issuance of Ordinary Shares pursuant to the Merger Agreement by Actavis plc's shareholders; receipt of requisite regulatory and antitrust approvals; absence of orders prohibiting the closing of the Acquisition; approval of the Ordinary Shares to be issued to Allergan stockholders for listing on the NYSE; the continued accuracy of the representations and warranties of both parties subject to specified materiality standards; the performance by both parties of their covenants and agreements and that, since the date of the Merger Agreement, no material adverse effect of Allergan or Actavis plc has occurred and is continuing. These conditions to the closing of the Acquisition may not be fulfilled and, accordingly, the Acquisition may not be completed. In addition, if the Acquisition is not completed by September 30, 2015 (subject to extension to November 16, 2015, if the only conditions not satisfied or waived (other than those conditions that by their nature are to be satisfied at the closing of the Acquisition, which conditions are capable of being satisfied) are conditions relating to certain required filings and clearances under antitrust laws, the absence of certain proceedings under certain antitrust laws and the absence of any orders, judgments or decrees under certain antitrust laws), either Actavis plc or Allergan may choose not to proceed with the Acquisition. In addition, Actavis plc or Allergan may elect to terminate the Merger Agreement in certain other circumstances, and the parties can mutually decide to terminate the Merger Agreement at any time prior to the consummation of the Acquisition, whether before or after Allergan stockholder approval or Actavis plc shareholder approval.

While we intend to use the proceeds of this offering to fund the Acquisition, this offering is not contingent on the completion of the Acquisition. If Actavis plc fails to consummate the Acquisition, we will be required to redeem the notes offered hereby. Our ability to pay the redemption price to holders of the notes in connection with a special mandatory redemption may be limited by our then-existing financial resources, and sufficient funds may not be available when necessary to make any required purchases of the notes. See The notes are subject to mandatory redemption if the Allergan Acquisition is not completed on or prior to November 30, 2015 or if the Merger Agreement is terminated any time prior to such date.

### ***Actavis plc's, Warner Chilcott's and Allergan's actual financial positions and results of operations may differ materially from the unaudited pro forma financial data included in this prospectus supplement.***

The pro forma financial information contained in this prospectus supplement is presented for illustrative purposes only and may not be an indication of what Actavis plc's and Warner Chilcott's financial position or results of operations would have been had the transactions been completed on the dates indicated. The pro forma financial information has been derived from the audited and unaudited historical financial statements of Actavis plc, Warner Chilcott, certain companies previously acquired by Actavis plc, and Allergan and certain adjustments and assumptions have been made regarding the combined company after giving effect to the transactions. The assets and liabilities of Allergan have been measured at fair value based on various preliminary estimates using assumptions that Actavis plc and Warner Chilcott management believes are reasonable utilizing information currently available. The process for estimating the fair value of acquired assets



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and assumed liabilities requires the use of judgment in determining the appropriate assumptions and estimates. These estimates may be revised as additional information becomes available and as additional analyses are performed. Differences between preliminary estimates in the pro forma financial information and the final acquisition accounting will occur and could have a material impact on the pro forma financial information and the combined company's financial position and future results of operations. In addition, Actavis plc, Allergan and their respective subsidiaries and affiliates are involved in various disputes, governmental and/or regulatory inspections, investigations and proceedings, and litigation matters that arise from time to time, and it is possible that an unfavorable resolution of these matters will adversely affect Actavis plc or Allergan and their respective results of operations, financial condition and cash flows. They and their respective subsidiaries and affiliates also engage from time to time in settlement discussions regarding such proceedings, including matters involving federal and state authorities. The impact of such settlements could be material to their results of operation, however, there can be no assurance that any such ongoing settlement discussions will result in actual settlements.

In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect Actavis plc's financial condition or results of operations following the closing. Any potential decline in Actavis plc's financial condition or results of operations may negatively impact our ability to meet our obligations under the notes.

***Actavis plc and its subsidiaries and affiliates would be adversely affected if, either based on current law or in the event of a change in law, the Internal Revenue Service did not agree that Actavis plc is a foreign corporation for U.S. federal tax purposes. In addition, future changes to international tax laws not specifically related to inversions could adversely affect us.***

Actavis plc believes that, under current law, it is treated as a foreign corporation for U.S. federal tax purposes, because it is an Irish incorporated entity. However, the IRS may assert that Actavis plc should be treated as a U.S. corporation for U.S. federal tax purposes pursuant to Section 7874. Under Section 7874, a corporation created or organized outside the United States (i.e., a foreign corporation) will be treated as a U.S. corporation for U.S. federal tax purposes when (i) the foreign corporation directly or indirectly acquires substantially all of the assets held directly or indirectly by a U.S. corporation (including the indirect acquisition of assets of the U.S. corporation by acquiring all the outstanding shares of the U.S. corporation), (ii) the shareholders of the acquired U.S. corporation hold at least 80% (by either vote or value) of the shares of the foreign acquiring corporation after the acquisition by reason of holding shares in the U.S. acquired corporation (including the receipt of the foreign corporation's shares in exchange for the U.S. corporation's shares), and (iii) the foreign corporation's expanded affiliated group does not have substantial business activities in the foreign corporation's country of organization or incorporation relative to such expanded affiliated group's worldwide activities. For purposes of Section 7874, multiple acquisitions of U.S. corporations by a foreign corporation, if treated as part of a plan or series of related transactions, may be treated as a single acquisition. If multiple acquisitions of U.S. corporations are treated as a single acquisition, all shareholders of the acquired U.S. corporations would be aggregated for purposes of the test set forth above concerning such shareholders holding at least 80% (by either vote or value) of the shares of the foreign acquiring corporation after the acquisitions by reason of holding shares in the acquired U.S. corporations.

Actavis plc believes that the test set forth above to treat Actavis plc as a foreign corporation was satisfied in connection with the acquisition of Actavis, Inc., a Nevada corporation, and Warner Chilcott plc, a company incorporated under the laws of Ireland (the Warner Chilcott Transaction) on October 1, 2013. However, the law and Treasury regulations promulgated under Section 7874 are relatively new and somewhat unclear, and thus it cannot be assured that the IRS will agree that the ownership requirements to treat Actavis plc as a foreign corporation were met. Moreover, even if such ownership requirements were met in the Warner Chilcott

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Transaction and the subsequent acquisition of all of the common stock of Forest Laboratories Inc., a company incorporated under the laws of the State of Delaware (the Forest Transaction), the IRS may assert that, even though the Acquisition is a separate transaction from the Warner Chilcott Transaction and the Forest Transaction, the Acquisition should be integrated with the Warner Chilcott Transaction and the Forest Transaction as a single transaction. In the event the IRS were to prevail with such assertion, Actavis plc would be treated as a U.S. corporation for U.S. federal tax purposes and significant adverse tax consequences would result for Actavis plc and its subsidiaries and affiliates.

In addition, changes to the inversion rules in Section 7874 or the U.S. Treasury Regulations promulgated thereunder or other IRS guidance could adversely affect Actavis plc's status as a foreign corporation for U.S. federal tax purposes, and any such changes could have prospective or retroactive application to Actavis plc, Allergan, their respective stockholders, shareholders and affiliates, and/or the Acquisition. For example, in March 2014, the President of the United States proposed legislation that would amend the anti-inversion rules. In September 2014, the U.S. Treasury and the IRS issued additional guidance stating that they intend to issue regulations that will address certain inversion transactions.

Even if Actavis plc is treated as a foreign corporation for U.S. federal tax purposes, Actavis plc and its subsidiaries and affiliates might be adversely impacted by recent proposals that have aimed to make other changes in the taxation of multinational corporations. For example, the Organisation for Economic Co-operation and Development has released proposals to create an agreed set of international rules for fighting base erosion and profit shifting. As a result, the tax laws in the United States, Ireland, Luxembourg and other countries in which we and our affiliates do business could change on a prospective or retroactive basis, and any such changes could adversely affect Actavis plc and its subsidiaries and affiliates (including the guarantors, and Allergan and its affiliates after the Acquisition).

Moreover, U.S. and foreign tax authorities may carefully scrutinize companies that result from cross-border business combination, such as Actavis plc, which may lead such authorities to assert that Actavis plc or its subsidiaries or affiliates owe additional taxes.

***Section 7874 likely will limit Actavis plc's and its U.S. affiliates' ability to utilize certain U.S. tax attributes of Allergan and its U.S. affiliates to offset certain U.S. taxable income, if any, generated by the Acquisition or certain specified transactions for a period of time following the Acquisition.***

Following the acquisition of a U.S. corporation by a foreign corporation, Section 7874 can limit the ability of the acquired U.S. corporation and its U.S. affiliates to utilize certain U.S. tax attributes such as net operating losses to offset U.S. taxable income resulting from certain transactions. Based on the limited guidance available, Actavis plc believes that this limitation applies to Actavis plc and its U.S. affiliates following the Warner Chilcott Transaction and as a result, Actavis plc currently does not expect that it or its U.S. affiliates (including Allergan and its U.S. affiliates after the Acquisition) will be able to utilize certain U.S. tax attributes of Allergan and its U.S. affiliates to offset their U.S. taxable income, if any, resulting from certain specified taxable transactions.

***The notes are subject to prior claims of any of our and the guarantors' future secured creditors.***

The notes and the guarantees are our and the guarantors' unsecured general obligations. Holders of our and the guarantors' secured indebtedness will have claims that are prior to your claims as holders of the notes and under the guarantees, to the extent of the assets securing such indebtedness. The indenture governing the notes permits us, the guarantors, our future subsidiaries and Warner Chilcott and its subsidiaries to incur additional secured indebtedness. In the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding, our and the guarantors' respective pledged assets would be available to satisfy obligations of our and the guarantors' respective secured indebtedness before any payment could be made on the notes. To the extent that such assets cannot satisfy in full our and the guarantors' secured indebtedness, the holders of such indebtedness would have a claim for any shortfall that would rank equally in right of payment with the notes.

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and the guarantees, and such claim may even be senior in ranking depending on the terms of the security interest. In any of the foregoing events, we cannot assure you that there will be sufficient assets to pay amounts due on the notes. As a result, holders of the notes may receive less, ratably, than holders of our and the guarantors' secured indebtedness.

*We have no operations and have no operations and are dependent on payments on intercompany loans to repay the notes.*

Actavis SCS, the issuer of the notes, has no operations or subsidiaries. Consequently, our ability to service the notes will depend primarily on our receipt of interest and principal payments on account of intercompany loans owing to us from other subsidiaries of Warner Chilcott. Payments to us by such persons will be contingent upon such persons' earnings and other business considerations and may be subject to statutory or contractual restrictions. If we do not have sufficient funds on hand or available through such intercompany arrangements, we will need to seek additional financing. Additional financing may not be available to us on favorable terms or at all.

*Your right to receive payments on the notes is effectively subordinated to all existing and future liabilities of subsidiaries of Warner Chilcott that do not guarantee the notes.*

The guarantees of the notes by Warner Chilcott, Actavis Capital and Actavis, Inc. will be structurally subordinated to the claims of the creditors of their respective subsidiaries that do not also guarantee the notes, except to the extent they are recognized as a creditor of the subsidiary, in which case their claim would still be effectively subordinate in right to payment to any security in the assets of the subsidiary and any indebtedness of the subsidiary senior to any indebtedness held by them respectively. Substantially all of the operations of Actavis plc are conducted through subsidiaries of the guarantors and, therefore, the guarantors depend on the cash flow of their respective subsidiaries to meet their obligations. The subsidiaries of Warner Chilcott that do not guarantee the notes (other than Actavis SCS) will have no obligation to make distributions or other transfers to us to enable us to meet our obligations with respect to the notes. The total pro forma outstanding indebtedness of Warner Chilcott's consolidated subsidiaries (other than Actavis SCS) that do not guarantee the notes would have been approximately \$6,675.8 billion as of December 31, 2014.

*The amount of interest payable on the floating rate notes is set only once per period based on the three-month LIBOR rate on the interest determination date, which rate may fluctuate substantially; increases in the three-month LIBOR rate as of any interest determination date will require us to make increased interest payments on the floating rate notes.*

In the past, the level of the three-month LIBOR rate has experienced significant fluctuations. You should note that historical levels, fluctuations and trends of the three-month LIBOR rate are not necessarily indicative of future levels. Any historical upward or downward trend in the three-month LIBOR rate is not an indication that the three-month LIBOR rate is more or less likely to increase or decrease at any time during a floating rate interest period (as described in "Description of the notes"), and you should not take the historical levels of the three-month LIBOR rate as an indication of its future performance. In addition, although the actual three-month LIBOR rate on an interest payment date or at other times during an interest period may be higher than the three-month LIBOR rate on the applicable interest determination date (as defined in "Description of the notes"), the only relevant date for purposes of determining the interest payable on the floating rate notes is the three-month LIBOR rate as of the respective interest determination date. Changes in the three-month LIBOR rates between interest determination dates will not affect the interest payable on the notes. As a result, changes in the three-month LIBOR rate may not result in a comparable change in the market value of the floating rate notes. Increases in the three-month LIBOR rate as of any interest determination date will require us to make higher interest payments on the floating rate notes.

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***Uncertainty relating to the LIBOR calculation process may adversely affect the value of the floating rate notes.***

As a result of concerns about the accuracy of the calculation of daily LIBOR, a number of British Bankers Association (the BBA) member banks have entered into settlements with their regulators and law enforcement agencies with respect to alleged under-reporting or other manipulation or attempts at manipulation of LIBOR, and there are ongoing civil and criminal investigations by regulators and law enforcement agencies in the United Kingdom and elsewhere with respect to such matters. Following a review of LIBOR conducted at the request of the U.K. government, on September 28, 2012, recommendations for reforming the setting and governing of LIBOR were released, including, among others, for the transfer of responsibility for LIBOR from the BBA to an independent administrator, changes to the method of compilation of lending rates and new regulatory oversight and enforcement mechanisms. Based on such recommendations and on a subsequent public and governmental consultation process, on March 24, 2013, the U.K. Financial Services Authority published rules for the regulation and supervision of LIBOR, including requirements that an independent LIBOR administrator monitor and survey LIBOR submissions and that firms submitting data to LIBOR establish and maintain a clear conflicts of interest policy and appropriate systems and controls. Such rules took effect on April 2, 2013 and effective February 1, 2014, ICE Benchmark Administrator Limited was appointed as the independent LIBOR administrator. It is not possible to predict the effect of such rules, any changes to the manner in which LIBOR is determined and any other reforms to LIBOR that may be enacted in the United Kingdom or elsewhere. Uncertainty as to the nature of any such potential changes may adversely affect the trading market for LIBOR-based securities, including the floating rate notes.

***Active trading markets may not develop for the notes.***

Each series of notes is a new issue of securities, and there is currently no established trading market for the notes. We do not intend to apply for listing of the notes on any securities exchange or to arrange for the notes to be quoted on any automated dealer quotation system. The underwriters may make a market in the notes after completion of the offering, but they are not obligated to do so and may discontinue their market-making activities at any time without notice in their sole discretion. In addition, the liquidity of the trading markets in the notes, and the market prices quoted for the notes, may be adversely affected by changes in the overall market for securities and by changes in the financial performance of Actavis plc or us or our prospects and/or companies in our industry generally. As a result, no assurance can be given as to the liquidity of the trading market for the notes or that a public market for the notes will develop or be maintained, or as to your ability to sell any notes you may own at a particular time or that the prices you receive when you sell will be favorable.

***Our indenture governing the notes may not provide protection against certain events and transactions that could affect the value of the notes.***

The limited covenants in the notes and the indenture governing the notes may not provide protection against some events or developments that may affect our ability to repay the notes or the trading prices for the notes. The definition of the term change of control triggering event (as defined in Description of the notes Repurchase upon a change of control), does not cover a variety of transactions (such as acquisitions by us) that could negatively affect the value of your notes. If we were to enter into a significant corporate transaction that would negatively affect the value of the notes but would not constitute a change of control triggering event, we would not be required to offer to repurchase your notes prior to maturity.

Furthermore the indenture governing the notes will not:

require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flow or liquidity and, accordingly, does not protect holders of the notes in the event that we experience significant adverse changes in its financial condition or results of operations;

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limit our or Warner Chilcott's and its subsidiaries' ability to incur indebtedness or other liabilities that are equal in right of payment to the notes;

limit our or Warner Chilcott's and its subsidiaries' ability to incur substantial secured indebtedness that would effectively rank senior to the notes to the extent of the value of the assets securing the indebtedness;

limit any future subsidiary's ability to incur indebtedness or other liabilities, which would rank senior to the notes;

restrict any future subsidiary's ability to issue securities or otherwise incur indebtedness or other liabilities that would be senior to our equity interests in such subsidiary;

restrict our or Warner Chilcott's subsidiaries' ability to repurchase or prepay securities; or

restrict our or Warner Chilcott's subsidiaries' ability to make investments or to repurchase or pay dividends or make other payments in respect of common stock or other securities ranking junior or effectively junior to the notes.

For these reasons, you should not consider the covenants in the indenture as a significant factor in evaluating whether to invest in the notes. In addition, Actavis plc, Forest and other subsidiaries of Actavis plc are subject to periodic review by independent credit rating agencies. An increase in the level of Actavis plc's outstanding consolidated indebtedness or the level of outstanding indebtedness at any of our affiliates, or other events that could have an adverse impact on Actavis plc's business, properties, financial condition, results of operations or prospects, may cause the rating agencies to downgrade Actavis plc's, our or our guarantors' debt credit rating generally, and the ratings on the notes, which could adversely impact the trading prices for, or the liquidity of, the notes. Any such downgrade could also adversely affect Actavis plc's or our cost of borrowing, limit our access to the capital markets or result in more restrictive covenants in future debt agreements.

***Our credit ratings may not reflect all risks of your investment in the notes.***

The credit ratings assigned to the notes are limited in scope, and do not address all material risks relating to an investment in the notes, but rather reflect only the view of each rating agency at the time the rating is issued. There can be no assurance that such credit ratings will remain in effect for any given period of time or that a rating will not be lowered, suspended or withdrawn entirely by the applicable rating agencies, if, in such rating agency's judgment, circumstances so warrant. Credit ratings are not a recommendation to buy, sell or hold any security. Each agency's rating should be evaluated independently of any other agency's rating. Actual or anticipated changes or downgrades in Actavis plc's, the guarantors' or our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect the market value of the notes and increase Actavis plc's or our corporate borrowing costs.

***We may not be able to repurchase the notes upon a change of control.***

Upon a change of control (as defined in "Description of the notes - Repurchase upon a change of control") and a downgrade of the notes below an investment grade rating by Moody's Investors Service, Inc. and Standard & Poor's Ratings Services, we will be required to make an offer to each holder of notes to repurchase all or any part of such holder's notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of purchase. If a change of control triggering event under the indenture occurs, there can be no assurance that we would have sufficient financial resources available to satisfy our obligations to repurchase the notes. Our failure to purchase the notes as required under the indenture governing the notes would result in a default under the indenture, which could have material adverse consequences for us and the holders of the notes. See "Description of the notes - Repurchase upon a change of control."

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*The notes are subject to mandatory redemption if the Acquisition is not completed on or prior to November 30, 2015 or if the Merger Agreement is terminated any time prior to such date.*

If the Acquisition is not completed on or before November 30, 2015 or if the Merger Agreement is terminated for any other reason other than consummation of the Acquisition, we will be required to redeem all of the outstanding notes on the special mandatory redemption date at a redemption price equal to 101% of the aggregate principal amount of the notes plus accrued and unpaid interest, if any, to, but excluding, the special mandatory redemption date. See Description of the notes Special mandatory redemption.

The proceeds of this offering will not be deposited into an escrow account pending any special mandatory redemption of the notes. Our ability to pay the redemption price to holders of the notes in connection with a special mandatory redemption may be limited by our then-existing financial resources, and sufficient funds may not be available when necessary to make any required purchases of the notes following our election to redeem the notes. In addition, even if we are able to redeem each series of notes pursuant to a special mandatory redemption, holders of such series of notes may not obtain their expected return on such notes. Your decision to invest in the notes is made at the time of the offering of the notes. You will not have any right to require us to repurchase the notes if, between the closing of this offering and the closing of the Acquisition, we experience any changes in our business or financial condition, or if the terms of the Acquisition or the financing thereof change.

*Federal and state statutes allow U.S. courts, under specific circumstances, to void guarantees and require noteholders to return payments received from the guarantors.*

Creditors of the guarantors could challenge the guarantees of the notes as fraudulent conveyances or on other grounds. Under U.S. federal bankruptcy law and comparable provisions of state fraudulent transfer laws, the delivery of the guarantees could be found to be a fraudulent transfer and declared void if a court determined that a guarantor, at the time the guarantor incurred the obligations evidenced by its guarantee, (1) delivered the guarantee with the intent to hinder, delay or defraud its existing or future creditors; or (2) received less than reasonably equivalent value or did not receive fair consideration for the issuance of the guarantee and any of the following three conditions apply:

the guarantor was insolvent on the date of the issuance of the guarantee or was rendered insolvent as a result of the issuance of the guarantee;

the guarantor was engaged in a business or transaction, or was about to engage in a business or transaction, for which the guarantor's remaining assets constituted unreasonably small capital; or

the guarantor intended to incur, or believed that it would incur, debts beyond its ability to pay as such debts matured.

In addition, any payment by the guarantor pursuant to its guarantee could be voided and required to be returned to the guarantor, or to a fund for the benefit of the creditors of the guarantor. In any such case, your right to receive payments in respect of the notes from a guarantor would be effectively subordinated to all indebtedness and other liabilities of such guarantor.

The indenture governing the notes contains a savings clause, which limits the liability on the guarantees to the maximum amount that a guarantor can incur without risk that its guarantee will be subject to avoidance as a fraudulent transfer. We cannot assure you that this limitation will protect the guarantee from fraudulent transfer challenges or, if it does, that the remaining amount due and collectible under the guarantees will suffice, if necessary, to pay the notes in full when due. Furthermore, in Official Committee of Unsecured Creditors of TOUSA, Inc. v. Citicorp North America, Inc., the U.S. Bankruptcy Court in the Southern District of Florida held that a savings clause similar to the savings clause that will be used in the indenture was unenforceable. As a result, the subsidiary guarantees were found to be fraudulent conveyances. The United States Court of Appeals for the

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Eleventh Circuit recently affirmed the liability findings of the Bankruptcy Court without ruling directly on the enforceability of savings clauses generally. If the TOUSA decision is followed by other courts, the risk that the guarantees would be deemed fraudulent conveyances would be significantly increased.

If a court declares the guarantees to be void, or if the guarantees must be limited or voided in accordance with their terms, any claim you may make against us for amounts payable on the notes would, with respect to amounts claimed against the guarantor, be subordinated to the indebtedness and other liabilities of the guarantor, including trade payables. The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, the guarantor would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;

if the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due and/or has lost its creditworthiness.

We cannot assure you, however, as to what standard a court would apply in making these determinations and we cannot assure you that, regardless of the method of valuation, a court would not determine that any of the guarantors were insolvent as of the date its guarantee was issued. The guarantees could be subject to the claim that, since the guarantees were incurred for the benefit of us and only indirectly for the benefit of the guarantors, the obligations of the guarantors thereunder were incurred for less than reasonably equivalent value or fair consideration.

***We and Actavis Capital are incorporated in Luxembourg, and Luxembourg law differs from U.S. law and may afford less protection to holders of the notes.***

Holders of the notes may have more difficulty protecting their interests than would security holders of a corporation incorporated in a jurisdiction of the United States. As Luxembourg companies, Actavis SCS and Actavis Capital are incorporated under and subject to the Luxembourg law on commercial companies of 10 August 1915 (as amended) (the Luxembourg Companies Law ) and Luxembourg laws and regulations. The Luxembourg Companies Law differs in some material respects from laws generally applicable to U.S. corporations and security holders, including the provisions relating to interested directors, mergers, amalgamations and acquisitions, takeovers, security holder lawsuits and indemnification of directors, managers or officers.

Under Luxembourg law, the duties of directors, managers or general partners of a company, are generally owed to the company only. Security holders of Luxembourg companies generally do not have rights to take action against directors, managers or general partners of the company, except in limited circumstances. Directors, managers or general partners of a Luxembourg company must, in exercising their powers and performing their duties, act in good faith and in the interests of the company as a whole and must exercise due care, skill and diligence. Directors, managers or general partners have a duty not to put themselves in a position in which their duties to the company and their personal interests may conflict and also are under a duty to disclose any personal interest in any contract or arrangement with the company or any of its subsidiaries. If a director, manager or general partner of a Luxembourg company is found to have breached his or her duties to that company, he or she may be held personally liable to the company in respect of that breach of duty. A director, manager or general partners may be jointly and severally liable with other directors, managers or general partners implicated in the same breach of duty.

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***Luxembourg bankruptcy laws may be less favorable to you than bankruptcy and insolvency laws in other jurisdictions.***

We and Actavis Capital are incorporated under the laws of Luxembourg, and as such any insolvency proceedings applicable to them are in principle governed by Luxembourg law. The insolvency laws of Luxembourg may not be as favorable to your interests as creditors as the laws of the United States or other jurisdictions with which you may be familiar. See Certain insolvency considerations under Luxembourg law in the accompanying prospectus.

***The guarantee granted by Actavis Capital may be subject to limitations under Luxembourg law.***

The granting of a guarantee by a Luxembourg company is subject to specific limitations and requirements relating to corporate object and corporate benefit. The granting of a guarantee by a company incorporated and existing in the Grand Duchy of Luxembourg must be permitted by the corporate object (*objet social*) of the Company and not prohibited by its legal form of that company. In addition, there is also a requirement according to which the granting of security by a company has to be for its corporate benefit. See Certain insolvency considerations under Luxembourg law Guarantees in the accompanying prospectus

***As an exempted company incorporated under the laws of Bermuda, Warner Chilcott may be subject to Bermuda corporate and insolvency laws under which secured creditors could be paid in priority to the claims of holders of the notes.***

The granting of the guarantee of the notes by Warner Chilcott may be subject to review under Bermuda law if:

- (i) the granting of the guarantee constituted a fraudulent preference, namely Warner Chilcott granted the guarantee with the dominant intention of preferring the guaranteed party to the detriment of other creditors; and
- (ii) at the time of, or immediately after, the granting of the guarantee, Warner Chilcott was insolvent; and
- (iii) Warner Chilcott entered into formal insolvency proceedings within six months of the granting of the guarantee.

In addition, under Bermuda law, a transaction, which could include the granting of a guarantee, at less than fair value and made with the dominant intention of putting property beyond the reach of creditors is voidable after an action is successfully brought by an eligible creditor within a period of six years from the date of the transaction. A transaction, which could include the granting of a guarantee, might be challenged if it involved a gift by the company or if a company received consideration of significantly less than the benefit given by such company.

***A judgment obtained in a non-Bermuda court against Warner Chilcott may not be readily enforceable against Warner Chilcott in Bermuda.***

Warner Chilcott is an exempted company incorporated under the laws of Bermuda. As a result, it may not be possible to enforce court judgments obtained in the United States against Warner Chilcott (whether based on the civil liability provisions of U.S. federal or state securities laws, New York law as the governing law of the notes, indenture and guarantees or otherwise) in Bermuda. We have been advised by our legal advisors in Bermuda that the United States does not currently have a treaty with Bermuda providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States, whether based on U.S. federal or state securities laws or otherwise, would not automatically be enforceable (and may not be enforceable at all) in Bermuda. Furthermore, you will not be able to bring a lawsuit or otherwise seek any remedies under the laws



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of the United States or any states therein, including remedies available under the U.S. federal securities laws, in the courts of Bermuda (otherwise than in relation to agreements governed by U.S. law where Bermuda courts have accepted jurisdiction to hear the matter).

*You may be unable to recover in civil proceedings for U.S. securities laws violations.*

We and the guarantors (other than Actavis, Inc.) are organized under the laws of countries other than the United States and may not have any assets in the United States. It is anticipated that some or all of our directors and managers, those of the guarantors (other than Actavis, Inc.) and our general partner will be nonresidents of the United States and that all or a majority of their assets will be located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon us or the guarantors (other than Actavis, Inc.), or to enforce any judgments obtained in U.S. courts predicated upon civil liability provisions of the U.S. securities laws. In addition, we cannot assure you that civil liabilities predicated upon the federal securities laws of the United States will be enforceable in any other jurisdiction. See Enforceability of civil liability under United States federal securities laws in the accompanying prospectus.

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We estimate that the net proceeds to us from this offering, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately \$ . We expect to use the net proceeds of this offering, together with the net proceeds of the Ordinary Shares Offering, the Mandatory Convertible Preferred Shares Offering, and the other Debt Financing, to finance the cash portion of the purchase price for the Acquisition and to pay related fees and expenses. In the event that Actavis plc does not consummate the Acquisition on or prior to November 30, 2015, or the Merger Agreement is terminated at any time prior to such date, then we expect to use the net proceeds of this offering together with cash on hand to redeem the notes as described under Description of the notes Special mandatory redemption.

This offering is not conditioned on the closing of the Ordinary Shares Offering or the Mandatory Convertible Preferred Shares Offering (neither of which is conditioned on the closing of the other) or the consummation of the Acquisition.

The following table outlines the expected sources and uses of funds for the Acquisition. The table assumes that the Acquisition and the financing transactions are completed simultaneously, although a portion of the financing transactions are expected to occur before completion of the Acquisition.

Amounts in the following table are estimated as of December 31, 2014, except offering-specific figures. The actual amounts may vary from the estimated amounts set forth in the following table.

<b>Sources of funds</b>	<b>Uses of funds</b>		
<b>(Dollars in millions)</b>			
Cash	\$ 0	Allergan Acquisition consideration	\$ 72,820
Stock consideration issued directly to Allergan shareholders	\$ 34,184	Transaction fees and expenses, including discounts, commissions and financing <sup>(4)</sup>	\$ 511
Mandatory Convertible Preferred Shares Offering <sup>(1)</sup>	\$ 5,060	Assumption of existing debt from Allergan <sup>(3)</sup>	\$ 2,168
Ordinary Shares Offering <sup>(1)</sup>	\$ 4,180		
Notes offered hereby <sup>(2)</sup>	\$ 21,000		
Term Facilities <sup>(2)</sup>	\$ 5,500		
Cash Bridge Facility <sup>(2)</sup>	\$ 3,407		
Assumption of existing debt from Allergan <sup>(3)</sup>	\$ 2,168		
<b>Total sources of funds</b>	<b>\$ 75,499</b>	<b>Total uses of funds</b>	<b>\$ 75,499</b>

(1) Before discounts, commissions and expenses.

(2) Before financing fees and expenses.

(3) Includes fair market value adjustment to the Allergan debt as of December 31, 2014.

(4) Represents fees and expenses incurred after December 31, 2014.

The net proceeds from the Mandatory Convertible Preferred Shares Offering have been calculated based on the actual public offering price of \$1,000.00 per Mandatory Convertible Preferred Share.

The net proceeds from the Ordinary Shares Offering reflected in the foregoing table have been calculated based on the actual public offering price of \$288.00 per Ordinary Share.



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## Capitalization

The following table applies to Actavis plc, a SEC reporting company and the indirect parent of Actavis SCS, Warner Chilcott, Actavis Capital and Actavis, Inc. The table sets forth Actavis plc's consolidated cash and cash equivalents and its consolidated capitalization as of December 31, 2014:

on an actual basis;

on an as adjusted basis after giving effect to this offering (but not the application of the net proceeds therefrom);

on an as further adjusted basis to also give effect to the Ordinary Shares Offering, including the underwriters' full exercise of the overallotment option with respect thereto (but not the application of the net proceeds therefrom), based on the actual public offering price of \$288.00 per Actavis plc's ordinary share;

on an as further adjusted basis to also give effect to the Mandatory Convertible Preferred Shares Offering, including the underwriters' full exercise of the overallotment option with respect thereto (but not the application of the net proceeds therefrom), based on the actual public offering price of \$1,000.00 per Actavis plc's Mandatory Convertible Preferred Share;

on a pro forma basis to give effect to the consummation of the Acquisition and the application of the net proceeds from this offering, the Ordinary Shares Offering, the Mandatory Convertible Preferred Shares Offering and the Term Facilities; and

on a pro forma basis with respect to Warner Chilcott to give effect to the consummation of the Acquisition, the application of the net proceeds from this offering, the Ordinary Shares Offering, the Mandatory Convertible Preferred Shares Offering and the Term Facilities, and adjustments to reconcile from the historical results of Actavis plc to the historical Warner Chilcott results (see Unaudited pro forma combined financial information ).

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The following data are qualified in their entirety by Actavis plc's financial statements and other information incorporated by reference herein. You should read this table in conjunction with Summary The Allergan acquisition, Risk factors and Use of proceeds. Investors in the notes should not place undue reliance on the as adjusted information included in this prospectus supplement because this offering is not contingent upon any of the transactions reflected in the adjustments included in the following information.

	As of December 31, 2014						
	As						
	further						
	adjusted						
	As						
	for the						
	Actual	As adjusted for this offering (unaudited)	further adjusted for the Ordinary Shares offering (unaudited)	Mandatory Convertible Preferred Shares offering (unaudited)	Pro forma for the acquisition (unaudited)	Adjustments from Actavis plc to Warner Chilcott (unaudited)	Warner Chilcott Pro Forma (unaudited)
Cash and cash equivalents	\$ 250.0	\$ 21,112.1	\$ 25,183.2	\$ 30,112.9	\$ 1,755.1	\$ (5.7)	\$ 1,749.4
Capital Leases	\$ 16.7	\$ 16.7	\$ 16.7	\$ 16.7	\$ 16.7	\$	\$ 16.7
<b>Long-term debt, including the current portion of long-term debt:</b>							
ACT Term Loan Agreement	\$ 2,832.6	\$ 2,832.6	\$ 2,832.6	\$ 2,832.6	\$ 2,832.6	\$	\$ 2,832.6
Revolving borrowings	255.0	255.0	255.0	255.0	255.0	\$	255.0
Term Facilities					5,500.0		5,500.0
Senior Notes		21,000.0	21,000.0	21,000.0	21,000.0		21,000.0
Allergan existing debt facilities					2,167.6		2,167.6
Warner Chilcott Term Loan Agreement	1,251.6	1,251.6	1,251.6	1,251.6	1,251.6		1,251.6
1.300% Senior Notes due 2017	500.0	500.0	500.0	500.0	500.0		500.0
1.875% Senior Notes due 2017	1,200.0	1,200.0	1,200.0	1,200.0	1,200.0		1,200.0
4.375% Senior Notes due 2019	1,050.0	1,050.0	1,050.0	1,050.0	1,050.0		1,050.0
2.450% Senior Notes due 2019	500.0	500.0	500.0	500.0	500.0		500.0
6.125% Senior Notes due 2019	400.0	400.0	400.0	400.0	400.0		400.0
4.875% Senior Notes due 2021	750.0	750.0	750.0	750.0	750.0		750.0
5.000% Senior Notes due 2021	1,200.0	1,200.0	1,200.0	1,200.0	1,200.0		1,200.0
3.250% Senior Notes due 2022	1,700.0	1,700.0	1,700.0	1,700.0	1,700.0		1,700.0
3.850% Senior Notes due 2024	1,200.0	1,200.0	1,200.0	1,200.0	1,200.0		1,200.0
4.625% Senior Notes due 2042	1,000.0	1,000.0	1,000.0	1,000.0	1,000.0		1,000.0
4.850% Senior Notes due 2044	1,500.0	1,500.0	1,500.0	1,500.0	1,500.0		1,500.0
Unamortized Discount of notes above	239.9	239.9	239.9	239.9	239.9		239.9
Additional Debt Financing	(52.1)	(52.1)	(52.1)	(52.1)	(52.1)		(52.1)
<b>Total long-term debt</b>	<b>\$ 15,527.0</b>	<b>\$ 36,527.0</b>	<b>\$ 36,527.0</b>	<b>\$ 36,527.0</b>	<b>\$ 44,194.6</b>	<b>\$</b>	<b>\$ 44,194.6</b>

Equity:

Mandatory Convertible Preferred S