

ELAN CORP PLC  
Form 425  
August 15, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 15, 2013**

**PERRIGO COMPANY**

(Exact name of registrant as specified in its charter)

**MICHIGAN**  
(State of other Jurisdiction

of Incorporation)

**0-19725**  
(Commission

File Number)

**38-2799573**  
(IRS Employer

Identification No.)

Edgar Filing: ELAN CORP PLC - Form 425

**515 Eastern Avenue, Allegan, Michigan**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (269) 673-8451**

**49010**

**(Zip Code)**

**Not Applicable**

**(Former name or address, if changed since last report)**

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

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

**ITEM 2.02. Results of Operations and Financial Condition**

On August 15, 2013, Perrigo Company (the Company) released earnings for the fourth quarter and fiscal year 2013. The press release related to the Company's earnings is attached as Exhibit 99.1.

The earnings release contains certain non-GAAP measures. A non-GAAP financial measure is defined as a numerical measure of a company's financial performance that excludes or includes amounts different than the most directly comparable measure calculated and presented in accordance with U.S. Generally Accepted Accounting Principles (GAAP) in the statements of income, balance sheets or statements of cash flows of the company. Pursuant to the requirements of Regulation G, the Company has provided a reconciliation for cost of sales, gross profit, operating expenses, operating income, income tax expense, income from continuing operations and earnings per share from continuing operations within its earnings release to the most directly comparable U.S. GAAP measures for these non-GAAP measures.

The Company excludes the items listed below in the applicable period when monitoring and evaluating the on-going financial results and trends of its business, and believes that presenting operating results excluding these items is also useful for investors, since it provides important insight into the Company's on-going core business operations on a normalized basis. Adjusted earnings is one of the primary indicators management uses for planning and forecasting in future periods, including trending and analyzing the core operating performance of the Company's business from period to period without the effect of the non-core business items indicated. Management uses adjusted earnings to prepare operating budgets and forecasts and to measure the Company's performance against those budgets and forecasts on a corporate and segment level.

Items excluded from reported results and guidance:

Fourth Quarter and Fiscal 2012 Results

Amortization of acquired intangible assets related to business combinations and asset acquisitions

A charge associated with the step-up in value of inventory acquired

Acquisition-related and severance charges for completed business acquisitions

Restructuring charges for organizational improvements

A net charge associated with acquired research and development and proceeds from the sale of in-process research and development projects

Earnings associated with sale of pipeline development projects

Fourth Quarter and Fiscal 2013 Results

Amortization of acquired intangible assets related to business combinations and asset acquisitions

Charges associated with the step-ups in value of inventory acquired

Acquisition, severance and other integration-related charges for completed business acquisitions

Losses on sales of investments

Write-off of in-process research and development

Restructuring charges related to completed business acquisitions

Fiscal 2014 Guidance

Amortization of acquired intangible assets related to business combinations and asset acquisitions

The information in this Report is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Report shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01. Other Events**

See Item 2.02. Results of Operations and Financial Condition above.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release issued by Perrigo Company on August 15, 2013, furnished solely pursuant to Item 2.02 of Form 8-K.

**SIGNATURES**

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

PERRIGO COMPANY  
(Registrant)

Dated: August 15, 2013

By: /s/ Judy L. Brown  
Judy L. Brown  
Executive Vice President and  
Chief Financial Officer  
(Principal Accounting and Financial Officer)

**Exhibit Index**

Exhibit 99.1 Press Release issued by Perrigo Company on August 15, 2013, furnished solely pursuant to Item 2.02 of Form 8-K.