



Seeing  
is believing

1000 Mylan Boulevard  
Canonsburg, PA 15317 USA  
Phone 724.514.1800  
Fax 724.514.1870  
Web mylan.com

February 12, 2015

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Mylan Inc. and New Moon B.V.**

Dear Sir or Madam:

I am writing on behalf of Mylan Inc., a Pennsylvania corporation (“Mylan”), and New Moon B.V., a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) organized and existing under the laws of the Netherlands (“New Mylan”), to request advice of the staff of the Office of Chief Counsel of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) with respect to a number of succession-related matters under the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The matters relate to the proposed transaction (the “Transaction”) in which Mylan and the non-U.S. developed markets specialty and branded generics business (the “Business”) of Abbott Laboratories (“Abbott”) will become held by New Mylan, a new holding company organized in the Netherlands that will be converted into a public limited liability company (*naamloze vennootschap*) and renamed Mylan N.V. at or prior to the completion of the Transaction.

### **Background Information**

#### **1. Mylan**

Mylan is a publicly held Pennsylvania corporation and a leading global pharmaceutical company. Mylan, through its subsidiaries, develops, licenses, manufactures, markets and distributes generic, branded generic and specialty pharmaceuticals. In addition to organic growth, Mylan evaluates and, where appropriate, executes on acquisitions as a strategic part of its future growth. Mylan prioritizes opportunities that complement and further diversify its platform, whether such opportunities are effected through asset or stock purchases, joint ventures, licenses, or acquisitions of other companies.

The shares of Mylan common stock, par value \$0.50 per share (“Mylan common stock”), are registered under Section 12(b) of the Exchange Act and are listed on

NCI Exhibit 2007

NASDAQ under the symbol “MYL”. The authorized capital stock of Mylan consists of (i) 1,500,000,000 shares of Mylan common stock and (ii) 5,000,000 shares of Mylan preferred stock, par value \$0.50 per share (“Mylan preferred stock”). As of September 30, 2014, 545,732,255 shares of Mylan common stock were issued, of which 171,571,414 shares were held by Mylan as treasury shares. As of September 30, 2014, no shares of Mylan preferred stock were outstanding.

Mylan is a large accelerated filer under Exchange Act Rule 12b-2. Mylan common stock and other employee benefit plan interests of Mylan are registered on Forms S-8 for distribution pursuant to Mylan’s Amended and Restated 2003 Long-Term Incentive Plan (the “Mylan Incentive Plan”). Under the Mylan Incentive Plan, 55,300,000 shares of Mylan common stock are reserved for issuance to key employees, consultants, independent contractors and non-employee directors of Mylan through a variety of incentive awards, including: stock options, stock appreciation rights, restricted shares and units, performance awards, and other stock-based awards. As of September 30, 2014, 20,868,419 shares of Mylan common stock were subject to outstanding awards, whether or not vested, under the Mylan Incentive Plan. Mylan currently maintains two effective registration statements on Form S-8 (Registration Statement Nos. 333-186933 and 333-111076) pertaining to the Mylan Incentive Plan.

As of September 30, 2014, Mylan had approximately \$7.7 billion in outstanding long-term debt securities issued under various series of notes (collectively, the “Mylan Debt”).<sup>1</sup> None of the Mylan Debt was registered or required to be registered pursuant to Section 12 of the Exchange Act.

---

<sup>1</sup> Specifically, as of September 30, 2014, Mylan had outstanding the following debt securities: \$499.2 million of 1.800% senior notes due 2016 (the “1.800% 2016 Notes”); \$499.8 million of 1.350% senior notes due 2016 (the “1.350% 2016 Notes”); \$649.0 million of 2.600% senior notes due 2018 (the “2.600% 2018 Notes”); \$808.6 million of 6.000% senior notes due 2018 (the “6.000% 2018 Notes”); \$499.0 million of 2.550% senior notes due 2019 (the “2019 Notes”); \$1,010.9 million of 7.875% senior notes due 2020 (the “2020 Notes”); \$761.9 million of 3.125% senior notes due 2023 (the “3.125% 2023 Notes”); \$498.2 million of 4.200% senior notes due 2023 (the “4.200% 2023 Notes”); \$496.9 million of 5.400% senior notes due 2043 (the “2043 Notes”); and \$574.0 million (net debt carrying cost of \$1,933.4 million) of cash convertible notes due 2015 (the “Cash Convertible Notes”). The 1.800% 2016 Notes and the 2.600% 2018 Notes were initially sold in a private offering exempt from the registration requirements of the Securities Act to qualified institutional buyers in accordance with Rule 144A and to persons outside of the United States pursuant to Regulation S under the Securities Act and were subsequently exchanged for registered 1.800% 2016 Notes and 2.600% 2018 Notes, respectively, in an exchange offer pursuant to a registration statement on Form S-4 (Registration Statement No. 333-193062). The 1.350% 2016 Notes, the 2019 Notes, the 4.200% 2023 Notes and the 2043 Notes were issued in offerings made pursuant to Mylan’s effective registration statement on Form S-3 (Registration Statement No. 333-189297) and, collectively with the 1.800% 2016 Notes and the 2.600% 2018 Notes, are referred to herein as the “Mylan Public Debt”. The 6.000% 2018 Notes, the 2020 Notes and the 3.125% 2023 Notes were issued in private offerings exempt from the registration requirements of the Securities Act to qualified institutional buyers in accordance with Rule 144A and to persons outside of the United States pursuant to Regulation S under the Securities Act. On November 17, 2014, Mylan redeemed all of the outstanding 6.000% 2018 Notes. The Cash Convertible Notes were issued in a private offering exempt from the registration requirements of the Securities Act to qualified institutional buyers in accordance with Rule 144A under the Securities Act. Following completion of the Transaction, the conversion price of the Cash Convertible Notes will be based upon the price of New Mylan ordinary shares rather than the price of Mylan common stock.

Mylan's reporting obligations under Section 15(d) of the Exchange Act with respect to the Mylan Public Debt have been suspended due to the registration of the shares of Mylan common stock under Section 12 of the Exchange Act. When Mylan terminates such Section 12 registration, its reporting obligations under Section 15(d) of the Exchange Act will be revived. The shares of Mylan common stock and the Mylan Public Debt constitute the only classes of securities with respect to which Mylan has a reporting obligation under the Exchange Act. Mylan has been a reporting company under the Exchange Act for over 40 years, is current in all of its reporting obligations thereunder and is a well-known seasoned issuer as defined by Rule 405 under the Securities Act.

Mylan and New Mylan represent that, upon completion of the Transaction, Mylan intends to (i) cause NASDAQ to file a Form 25 with the Commission to deregister the shares of Mylan common stock under Section 12 of the Exchange Act and (ii) file a Form 15 with the Commission to immediately suspend its reporting obligations under Section 15(d) and 12(g) of the Exchange Act with respect to the shares of Mylan common stock. Mylan and New Mylan further represent that Mylan will comply with its reporting obligations under the Exchange Act with respect to Mylan's common stock until the filing of such Form 15. After the closing of the Transaction, New Mylan, for the reasons discussed below and subject to confirmation by the Staff, will be considered a successor to Mylan under Rule 12(g)-3(a) of the Exchange Act. New Mylan's ordinary shares will be listed on NASDAQ under the ticker symbol "MYL" and therefore will be registered under Section 12(b) of the Exchange Act. Accordingly, New Mylan will be subject to the reporting requirements under Section 13(a) of the Exchange Act.

The indentures governing the Mylan Public Debt have each been qualified under the Trust Indenture Act of 1939, as amended. No Mylan Debt is or will be listed on any securities exchange and no series of Mylan Debt is currently guaranteed. The indentures governing the Mylan Debt do not require New Mylan to assume Mylan's obligations under the indentures or with respect to any of the Mylan Debt, and do not require any supplemental indenture in connection with the consummation of the Transaction.

Mylan and New Mylan anticipate that, following the Transaction, (i) New Mylan will become a guarantor of each series of outstanding Mylan Debt and (ii) following consent solicitations, which Mylan and New Mylan intend to seek prior to March 31, 2015, no Mylan Debt nor documents related thereto will require Mylan to submit, provide, or file reports under the Exchange Act with the Commission (or the indentures' trustee) with respect to any series of the Mylan Debt. The anticipated consent solicitations will ask holders of each series of Mylan Debt to amend the reporting covenants in each related indenture so that, following the consummation of the Transaction, reports submitted, provided, or filed with the SEC by New Mylan will satisfy Mylan's obligations to provide reports to the holders pursuant to such reporting covenants. Following the actions and events described in the prior two sentences, Mylan intends to avail itself of the exemption provided by Rule 12h-5 under the Exchange Act, exempting Mylan from the requirements of Section 13(a) and 15(d) of the Exchange Act with respect to each series of Mylan Public Debt. Accordingly, Mylan and New Mylan intend to comply with the applicable requirements of Rule 3-10 under Regulation S-X, including

the requirement that New Mylan's annual and quarterly reports contain the condensed consolidating financial information required by Rule 3-10(c). As a result, Mylan and New Mylan anticipate that, beginning with the quarter ended March 31, 2015, Mylan will be exempt from its Exchange Act reporting obligations and Rule 3-10 of Regulation S-X will apply to the consolidated financial statements of New Mylan.

## 2. The Business

The Business constitutes the developed markets specialty and branded generics pharmaceuticals business of Abbott, which is a global healthcare company. The Business operates in Canada, Japan, Australia, New Zealand, and Europe; Abbott is retaining its specialty and branded generics pharmaceuticals businesses in countries outside of these territories. The Business includes manufacturing facilities in France and Japan, while Abbott is retaining all its other manufacturing facilities, including facilities in Canada, Germany, and the Netherlands. The Business's product line includes a variety of specialty and branded generic pharmaceuticals that cover a broad spectrum of therapeutic categories in an extensive array of dosage forms and delivery systems. It is not reported as a separate financial reporting segment by Abbott.

## 3. New Mylan

New Mylan is a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) organized and existing under the laws of the Netherlands, with its corporate seat (*statutaire zetel*) in Amsterdam, Netherlands. New Mylan was formed on July 7, 2014 for the purpose of holding the Business and Mylan following consummation of the Transaction. To date, New Mylan has not conducted any activities other than those incidental to its formation, the execution and performance of the Business Transfer Agreement (defined below), the Transaction, and filings required to be made under applicable laws, including the U.S. securities laws, the laws of the Netherlands, the laws of the United Kingdom, and antitrust and competition laws in connection with the Transaction. At or prior to the consummation of the Transaction, New Mylan will be converted into a public limited liability company (*naamloze vennootschap*) and renamed "Mylan N.V.". Following the Merger (as defined below), Mylan will be an indirect wholly-owned subsidiary of New Mylan. As of the date of this letter, New Mylan has one ordinary share issued and outstanding with a nominal value of €1.00, held indirectly by Mylan. In connection with the consummation of the Transaction, the nominal value per New Mylan ordinary share will be reduced to €0.01.

## 4. Transaction Overview

On November 4, 2014, Mylan entered into the Amended and Restated Business Transfer Agreement and Plan of Merger (the "Business Transfer Agreement") with New Mylan, Moon of PA Inc., a wholly-owned subsidiary of New Mylan ("Merger Sub"), and Abbott. To facilitate the Transaction, the Business is being carved out of Abbott. Currently, the Business operates as a business of Abbott with its principal assets held by various subsidiaries of Abbott. Pursuant to the Business Transfer Agreement, Mylan and Abbott agreed on a master reorganization plan that sets forth the steps required

for the reorganization of the Business. Prior to the closing of the Transaction, in accordance with the terms of the Business Transfer Agreement and the reorganization plan, Abbott will transfer the assets, liabilities and employees of the Business to certain Abbott subsidiaries and any non-Business assets, liabilities and employees out of certain other Abbott subsidiaries (such as Abbott subsidiaries holding the Business following these transfers referred to as the “Transferred Companies”). At the closing of the Transaction, the shares of the Transferred Companies and certain intellectual property assets will be transferred to New Mylan (the “Business Transfer”). As consideration for the Business Transfer, certain subsidiaries of Abbott will receive 110,000,000 New Mylan ordinary shares, representing approximately 22% of the outstanding New Mylan ordinary shares immediately following the consummation of the Transaction. Mylan will be the acquiror in the Transaction for accounting purposes.

Following the Business Transfer, Merger Sub will merge with and into Mylan, with Mylan surviving as a wholly-owned indirect subsidiary of New Mylan (the “Merger”). At the effective time of the Merger, (i) each then outstanding share of Mylan common stock will be cancelled and automatically converted into and become the right to receive one New Mylan ordinary share; (ii) each then outstanding Mylan stock option, stock appreciation right, restricted stock unit and performance-based restricted stock unit granted prior to December 21, 2012 (the effective date of Mylan’s change from single-trigger to double-trigger vesting upon a “change in control”) will become fully vested, with such stock options and stock appreciation rights becoming exercisable into New Mylan ordinary shares and restricted stock units and performance-based restricted stock units being settled in New Mylan ordinary shares; and (iii) each then outstanding Mylan stock option, stock appreciation right, restricted stock unit and performance-based restricted stock unit granted on or after December 21, 2012 (the effective date of Mylan’s change from single-trigger to double-trigger vesting upon a “change in control”) will be converted into a stock option, stock appreciation right, restricted stock unit or performance-based restricted stock unit, as applicable, denominated in New Mylan ordinary shares, which award will be subject to the same number of New Mylan ordinary shares and the same terms and conditions (including vesting and other lapse restrictions) as were applicable to the Mylan equity-based award in respect of which it was issued immediately prior to the effective time of the Merger. The exchange of shares of Mylan common stock for New Mylan ordinary shares will be a taxable transaction for Mylan shareholders. The former Mylan shareholders will own approximately 78% of the outstanding New Mylan ordinary shares immediately following the consummation of the Transaction. The New Mylan ordinary shares will be listed on NASDAQ under Mylan’s current symbol, “MYL”.

The diagrams attached as Exhibit A illustrate in simplified terms the structure of New Mylan, Mylan, and the Business prior to the consummation of the Transaction and the structure of New Mylan following the consummation of the Transaction.

**Information to be Available Concerning the Transaction, New Mylan, Mylan, and the Business**

# Explore Litigation Insights

Docket Alarm provides insights to develop a more informed litigation strategy and the peace of mind of knowing you're on top of things.

## Real-Time Litigation Alerts



Keep your litigation team up-to-date with **real-time alerts** and advanced team management tools built for the enterprise, all while greatly reducing PACER spend.

Our comprehensive service means we can handle Federal, State, and Administrative courts across the country.

## Advanced Docket Research



With over 230 million records, Docket Alarm's cloud-native docket research platform finds what other services can't. Coverage includes Federal, State, plus PTAB, TTAB, ITC and NLRB decisions, all in one place.

Identify arguments that have been successful in the past with full text, pinpoint searching. Link to case law cited within any court document via Fastcase.

## Analytics At Your Fingertips



Learn what happened the last time a particular judge, opposing counsel or company faced cases similar to yours.

Advanced out-of-the-box PTAB and TTAB analytics are always at your fingertips.

## API

Docket Alarm offers a powerful API (application programming interface) to developers that want to integrate case filings into their apps.

## LAW FIRMS

Build custom dashboards for your attorneys and clients with live data direct from the court.

Automate many repetitive legal tasks like conflict checks, document management, and marketing.

## FINANCIAL INSTITUTIONS

Litigation and bankruptcy checks for companies and debtors.

## E-DISCOVERY AND LEGAL VENDORS

Sync your system to PACER to automate legal marketing.