

10-K 1 agn10-k2014.htm 10-K

[Table of Contents](#)

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 31, 2014

or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 1-10269

**Allergan, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

95-1622442

(I.R.S. Employer Identification No.)

2525 Dupont Drive  
Irvine, California

(Address of Principal Executive Offices)

92612

(Zip Code)

(714) 246-4500

(Registrant's Telephone Number, Including Area Code)

**Securities Registered Pursuant to Section 12(b) of the Act:**

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$0.01 Par Value	New York Stock Exchange

**Securities Registered Pursuant to Section 12(g) of the Act: None**Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. 

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No 

As of June 30, 2014, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$50,168 million based on the closing sale price as reported on the New York Stock Exchange.



[Table of Contents](#)

## TABLE OF CONTENTS

	<u>Page</u>
<a href="#">PART I.</a>	<a href="#">1</a>
Item 1. <a href="#">Business</a>	<a href="#">1</a>
Item 1A. <a href="#">Risk Factors</a>	<a href="#">24</a>
Item 1B. <a href="#">Unresolved Staff Comments</a>	<a href="#">36</a>
Item 2. <a href="#">Properties</a>	<a href="#">36</a>
Item 3. <a href="#">Legal Proceedings</a>	<a href="#">36</a>
Item 4. <a href="#">Mine Safety Disclosures</a>	<a href="#">36</a>
<a href="#">PART II.</a>	<a href="#">37</a>
Item 5. <a href="#">Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">37</a>
Item 6. <a href="#">Selected Financial Data</a>	<a href="#">39</a>
Item 7. <a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">40</a>
Item 7A. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">70</a>
Item 8. <a href="#">Financial Statements and Supplementary Data</a>	<a href="#">73</a>
Item 9. <a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	<a href="#">73</a>
Item 9A. <a href="#">Controls and Procedures</a>	<a href="#">74</a>
Item 9B. <a href="#">Other Information</a>	<a href="#">74</a>
<a href="#">PART III.</a>	<a href="#">75</a>
Item 10. <a href="#">Directors, Executive Officers and Corporate Governance</a>	<a href="#">75</a>
Item 11. <a href="#">Executive Compensation</a>	<a href="#">80</a>
Item 12. <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<a href="#">108</a>
Item 13. <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">111</a>
Item 14. <a href="#">Principal Accounting Fees and Services</a>	<a href="#">112</a>
<a href="#">PART IV.</a>	<a href="#">114</a>
Item 15. <a href="#">Exhibits and Financial Statement Schedules</a>	<a href="#">114</a>
<a href="#">SIGNATURES</a>	<a href="#">121</a>

---

[Table of Contents](#)

### ***Forward-Looking Statements***

*Statements made by us in this report and in other reports and statements released by us that are not historical facts constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21 of the Securities Exchange Act of 1934, as amended. These forward-looking statements are necessarily estimates reflecting the judgment of our management based on our current estimates, expectations, forecasts and projections and include comments that express our current opinions about trends and factors that may impact future operating results. Disclosures that use words such as we "believe," "anticipate," "estimate," "intend," "could," "plan," "expect," "project" or the negative of these, as well as similar expressions, are intended to identify forward-looking statements. These statements are not guarantees of future performance and rely on a number of assumptions concerning future events, many of which are outside of our control, and involve known and unknown risks and uncertainties that could cause our actual results, performance or achievements, or industry results, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. We discuss such risks, uncertainties and other factors throughout this report and specifically under the caption "Risk Factors" in Item 1A of Part I of this report below. Any such forward-looking statements, whether made in this report or elsewhere, should be considered in the context of the various disclosures made by us about our businesses including, without limitation, the risk factors discussed below. Except as required under the federal securities laws and the rules and regulations of the U.S. Securities and Exchange Commission, we do not have any intention or obligation to update publicly any forward-looking statements, whether as a result of new information, future events, changes in assumptions or otherwise.*

## **PART I**

### **Item 1. Business**

#### **General Overview of our Business**

We are a multi-specialty health care company focused on developing and commercializing innovative pharmaceuticals, biologics, medical devices and over-the-counter products that enable people to live life to its full potential - to see more clearly, move more freely and express themselves more fully. We discover, develop and commercialize a diverse range of products for the ophthalmic, neurological, medical aesthetics, medical dermatology, breast aesthetics, urological and other specialty markets in more than 100 countries around the world.

We are also a pioneer in specialty pharmaceutical, biologic and medical device research and development. Our research and development efforts are focused on products and technologies related to the many specialty areas in which we currently operate as well as new specialty areas where unmet medical needs are significant. We supplement our own research and development activities with our commitment to identify and obtain new technologies through in-licensing, research collaborations, joint ventures and acquisitions.

Our 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. Based on internal information and assumptions, we estimate that in fiscal year 2014, approximately 62% of our product net sales were derived from reimbursable products and 38% of our product net sales were derived from cash pay products.

In March 2013, we acquired MAP Pharmaceuticals, Inc., a publicly held biopharmaceutical company focused on developing and commercializing new therapies in neurology, including *Semprana*<sup>™</sup>, formerly referred to as *Levadex*<sup>®</sup>, a self-administered, orally inhaled therapy consisting of a proprietary formulation of dihydroergotamine using the proprietary *Tempo*<sup>®</sup> delivery system, for the treatment of acute migraine in adults.

In December 2013, we completed the sale of our obesity intervention business, including the sale of assets related to the *Lap-Band*<sup>®</sup> gastric band system and the *Orbera*<sup>™</sup> intra-gastric balloon system. As a result of the sale of the obesity intervention business unit, we have reported the financial results from that business unit as discontinued operations in our consolidated financial statements.

In November 2014, we entered into a definitive agreement with Actavis plc, or Actavis, under which Actavis will acquire Allergan for a combination of \$129.22 in cash and 0.3683 Actavis shares for each share of Allergan common stock. The transaction remains subject to customary closing conditions, including receipt of stockholder approval and certain regulatory approvals. The transaction is expected to close in the late first quarter or early second quarter of 2015.

We were founded in 1950 and incorporated in Delaware in 1977. Our principal executive offices are located at 2525 Dupont



# 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.