10-K 1 valeant2013form10-k.htm 10-K

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2013

OR

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

For the transition period from

to

Commission file number 001-14956

VALEANT PHARMACEUTICALS INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in its Charter)

BRITISH COLUMBIA, CANADA

State or other jurisdiction of incorporation or organization

98-0448205

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

2150 St. Elzéar Blvd. West Laval, Quebec Canada, H7L 4A8B

(Address of principal executive offices)

Registrant's telephone number, including area code (514) 744-6792

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Shares, No Par Value

New York Stock Exchange, Toronto Stock Exchange

Securities registered pursuant to section 12(g) of the Act:

None

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No o

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 o No ý

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or Section 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 ý No o

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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. o

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. (Check one):

Large accelerated filer ý

Accelerated filer o

Non-accelerated filer o

Smaller reporting company o

(Do not check if a smaller reporting company)

ACRUX DDS PTY LTD. et al. EXHIBIT 1603



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

The aggregate market value of the common shares held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter was \$25,293,645,000 based on the last reported sale price on the New York Stock Exchange on June 28, 2013.

The number of outstanding shares of the registrant's common stock, as of February 21, 2014 was 334,869,413.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the registrant's proxy statement for the 2014 Annual Meeting of Shareholders. Such proxy
statement will be filed no later than 120 days after the close of the registrant's fiscal year ended December 31, 2013.



TABLE OF CONTENTS

GENERAL INFORMATION

		Page
	PART I	<u></u>
Item 1.	Business	<u>1</u>
Item 1A.	Risk Factors	<u>10</u>
Item 1B.	Unresolved Staff Comments	<u>22</u>
Item 2.	Properties	<u>23</u>
Item 3.	Legal Proceedings	<u>23</u>
Item 4.	Mine Safety Disclosures	<u>23</u>
	PART II	
Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity	
	Securities	<u>24</u>
Item 6.	Selected Financial Data	<u>27</u>
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>28</u>
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	<u>76</u>
Item 8.	Financial Statements and Supplementary Data	<u>76</u>
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	<u>76</u>
Item 9A.	Controls and Procedures	<u>76</u>
Item 9B.	Other Information	<u>76</u>
	PART III	
Item 10.	Directors, Executive Officers and Corporate Governance	<u>77</u>
Item 11.	Executive Compensation	<u>77</u>
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	<u>77</u>
Item 13.	Certain Relationships and Related Transactions, and Director Independence	<u>77</u>
Item 14.	Principal Accounting Fees and Services	<u>77</u>
	PART IV	
Item 15.	Exhibits and Financial Statement Schedules	<u>78</u>
SIGNATUF	RES	<u>85</u>

i



Basis of Presentation

General

Except where the context otherwise requires, all references in this Annual Report on Form 10-K ("Form 10-K") to the "Company", "we", "us", "our" or similar words or phrases are to Valeant Pharmaceuticals International, Inc. and its subsidiaries, taken together. In this Form 10-K, references to "\$" and "US\$" are to United States dollars, references to "C\$" are to Canadian dollars, references to "\$" are to Euros, references to "AUD\$" are to Australian dollars, references to "R\$" are to Brazilian real, references to "MXN\$" are to Mexican peso, references to "PLN" are to Polish zloty and references to "¥" are to Japanese yen. Unless otherwise indicated, the statistical and financial data contained in this Form 10-K are presented as of December 31, 2013.

Trademarks

The following words are some of the trademarks in our Company's trademark portfolio and are the subject of either registration, or application for registration, in one or more of Canada, the United States of America (the "U.S.") or certain other jurisdictions: ACANYA®, AFEXA®, AKREOS®, AMBI®, ANTI-ANGIN®, ANTIGRIPPIN®, ARESTIN®, ATRALIN®, B&L®, B+L®, BAUSCH & LOMB®, BAUSCH + LOMB®, BEDOYECTA®, BENZACLIN®, BESIVANCE®, BIAFINE®, BIOTRUE®, BIOVAIL®, CALADRYL®, CARAC®, CARDIZEM®, CERAVE®, CESAMET®, CLEAR + BRILLIANT®, CLODERM®, COLD-FX®, COLDSORE-FX®, COMFORTMOIST®, CONDITION & ENHANCE®, CORN HUSKERS®, CORTAID®, CRYSTALENS®, DERMAGLOW®, DERMIK®, DIASTAT®, DIFFLAM®, DUROMINE®, DURO-TUSS®, EFUDEX®, ELASTIDERM®, ERTACZO®, FRAXEL®, HYPERGEL™, JUBLIA®, LACRISERT®, LIPOSONIX®, LODALISTM, LOTEMAX®, LUZUTM, MEDICIS®, MEPHYTON®, METERMINE®, MOISTURESEALTM, NU-DERM®, OBAGI®, OBAGI NU-DERM®, OBAGI CLENZIDERM®, OBAGI-C®, OCUVITE®, ORTHO DERMATOLOGICS®, PERLANE®, PERLANE-L®, POTIGA®, PRESERVISION®, PROLENSA®, PUREVISION®, PURPOSE®, RENOVA®, RENU®, RENU MULTIPLUS®, RESTYLANE®, RESTYLANE-L®, RETIN-A MICRO®, RIKODEINE®, SCULPTRA®, SCULPTRA AESTHETIC®, SHOWER TO SHOWER®, SOFLENS®, SOLODYN®, SOLTA MEDICAL®, STELLARIS®, SYPRINE®, TARGRETIN®, THERMAGE®, THERMAGE CPT®, TIAZAC®, TROBALT®, VALEANT V & DESIGN®, VALEANT PHARMACEUTICALS & DESIGN®, VANOS®, VICTUS®, XENAZINE®, ZIANA®, and ZYCLARA®.

WELLBUTRIN®, WELLBUTRIN® XL, WELLBUTRIN XL® and ZOVIRAX® are trademarks of The GlaxoSmithKline Group of Companies and are used by us under license. ULTRAM® is a trademark of Johnson & Johnson and is used by us under license. MVE® is a registered trademark of DFB Technology Ltd. and is used by us under license. ELIDEL® and XERESE® are registered trademarks of Meda Pharma SARL and are used by us under license. VISUDYNE® is a registered trademark of Novartis Pharma AG and is used by us under license. DYSPORT® is a registered trademark of Ipsen Biopharm Limited and is used by us under license. MONOPRIL®, CEFZIL®, DURACEF® and MEGACE® are registered trademarks of Bristol-Myers Squibb Company and are used by us under license. BENSAL HP® is a registered trademark and is used by us under license from SMG Pharmaceuticals, LLC. EMERVEL® is a registered trademark of Galderma S.A. and is used by us under license. NEOTENSIL™ is a trademark of Living Proof, Inc. and is used by us under license. OPANA® is a registered trademark of Endo Pharmaceuticals Inc. and is used by us under license.

In addition to the trademarks noted above, we have filed trademark applications and/or obtained trademark registrations for many of our other trademarks in the U.S., Canada and in other jurisdictions and have implemented, on an ongoing basis, a trademark protection program for new trademarks.

Forward-Looking Statements

Caution regarding forward-looking information and statements and "Safe-Harbor" statements under the U.S. Private Securities Litigation Reform Act of 1995:

To the extent any statements made in this Annual Report on Form 10-K contain information that is not historical, these statements are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and may be forward-looking information within the meaning defined under applicable Canadian securities legislation (collectively, "forward-looking statements").



These forward-looking statements relate to, among other things: the expected benefits of our acquisitions and other transactions, such as cost savings, operating synergies and growth potential of the Company; business plans and prospects, prospective products or product approvals, future performance or results of current and anticipated products; exposure to foreign currency exchange rate changes and interest rate changes; the outcome of contingencies, such as certain litigation and regulatory

ii



DOCKET

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.

