

PERRIGO CO  
Form 424B5  
May 10, 2013  
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Filed Pursuant to Rule 424(b)(5)

Registration No. 333-188395

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities Offered</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(1)</b>
2.950% Senior Notes due 2023	\$600,000,000	\$81,840

(1) Calculated in accordance with Rule 457(r) of the Securities Act.

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*PROSPECTUS SUPPLEMENT*

*(To Prospectus dated May 7, 2013)*

*Perrigo Company*

*\$ 600,000,000 2.950% NOTES DUE MAY 15 , 2023*

*Perrigo Company is offering \$600,000,000 of our 2.950% notes due May 15, 2023 (the "notes"). The notes will bear interest at a rate of 2.950% per annum. We will pay interest on the notes semi-annually on May 15 and November 15 beginning November 15, 2013. The notes will mature on May 15, 2023.*

*We may redeem some or all of the notes at any time at the applicable redemption price described under "Description of the Notes - Optional Redemption." The notes are our unsecured and unsubordinated obligations and will rank equally in right of payment with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. There is no sinking fund for the notes.*

*The notes are a new issue of securities with no established trading market. We do not intend to apply for listing of the notes on any securities exchange or for quotation on any automated dealer quotation system.*

*Investing in the notes involves risks. See "Risk Factors" beginning on page S-8 of this prospectus supplement.*

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	<i>Price to</i>	<i>Underwriting</i>	<i>Proceeds to</i>
	<i>Public(1)</i>	<i>Discount</i>	<i>Perrigo (before</i>
			<i>expenses)</i>
<i>Per note</i>	99.485%	0.650%	98.835%
<i>Total</i>	\$596,910,000	\$3,900,000	\$593,010,000

(1) Plus accrued interest, if any, from May 16, 2013, if settlement occurs after that date.

Neither the Securities and Exchange Commission ( SEC ) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the prospectus to which it relates is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes on or about May 16 , 2013 only in book-entry form through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking S.A.

*Joint Book-Running Managers*

*Morgan Stanley BofA Merrill Lynch Wells Fargo Securities J.P. Morgan*

*Senior Co-Manager*

*HSBC*

*Co-Managers*

*Fifth Third Securities, Inc.  
RBS*

*Hapoalim Securities  
US Bancorp*

*PNC Capital Markets LLC  
Comerica Securities*

May 9, 2013.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with the additional information described under the heading "Incorporation of Certain Documents by Reference" on page 14 of the accompanying prospectus.

In this prospectus supplement, except as otherwise indicated or unless the context otherwise requires, "Perrigo", "the Company", "we", "us" and "our" refer to Perrigo Company and its consolidated subsidiaries. If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement.

The Company's fiscal year is a 52- or 53-week period, which ends the Saturday on or about June 30. An extra week is required approximately every six years in order to re-align the Company's fiscal reporting dates with the actual calendar months. This extra week occurred in the Company's second quarter of fiscal 2012. Fiscal 2013 is a 52-week year and included 39 weeks of operations in the year-to-date results. Fiscal 2012 was a 53-week year and included 40 weeks of operations in the year-to-date results. In the event that the Company has discontinued operations or changes to purchase accounting during the measurement period for business combinations, prior year financial statements are adjusted accordingly to conform with current financial reporting requirements.

Currency amounts in this prospectus supplement are stated in U.S. dollars.

This prospectus supplement and the accompanying prospectus may be used only for the purpose for which they have been prepared. No one is authorized to give information other than that contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you.

**We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since that date. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer, or a solicitation on our behalf or on behalf of the underwriters, to subscribe for and purchase any of the securities and may not be used for or in connection with an offer or solicitation by anyone in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.**

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompany prospectus and any documents we incorporate by reference herein or therein and oral statements made from time to time by us may contain so called forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act). These statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements or those of our industry to be materially different from those expressed or implied by any forward-looking statements. In particular, statements about our expectations, beliefs, plans, objectives, assumptions, future events or future performance contained in this prospectus supplement, the accompanying prospectus and any documents we incorporate by reference herein or therein, are forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as may, will, could, would, should, expect, plan, anticipate, intend, believe, estimate, predict, potential or the negative or comparable terminology. One should carefully evaluate such forward-looking statements in light of factors, including risk factors, described under Risk Factors below and in the documents incorporated herein by reference in which we discuss in more detail various important factors that could cause actual results to differ from expected or historic results. We have based these forward-looking statements on our current expectations, assumptions, estimates and projections. While we believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond our control. These and other important factors may cause actual results, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. The forward-looking statements in this prospectus supplement are made only as of the date hereof, and unless otherwise required by applicable securities laws, we disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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### **SUMMARY**

*The following summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. It does not contain all of the information that you should consider before investing in the notes. For a more complete discussion of the information you should consider before investing in the notes, you should carefully read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein.*

### **Our Company**

Perrigo Company, established in 1887, is a leading global healthcare supplier that develops, manufactures and distributes over-the-counter ( OTC ) and generic prescription ( Rx ) pharmaceuticals, infant formulas, nutritional products and active pharmaceutical ingredients ( API ). The Company's mission is to offer uncompromised quality, affordable healthcare products, and it does so across a wide variety of product categories primarily in the United States ( U.S. ), United Kingdom, Mexico, Israel and Australia, as well as certain other markets throughout the world, including Canada, China and Latin America. The Company is the world's largest store brand manufacturer of OTC pharmaceutical products and infant formulas.

The Company has four reportable segments, aligned primarily by type of product: Consumer Healthcare, Nutritionals, Rx Pharmaceuticals and API.

*Consumer Healthcare:* The Consumer Healthcare segment is the world's largest store brand manufacturer of OTC pharmaceutical products. This reportable segment markets a broad line of products that are comparable in quality and effectiveness to national brand products. Major product categories include analgesics, cough/cold/allergy/sinus, gastrointestinal and smoking cessation, and secondary product categories include feminine hygiene, diabetes care and dermatological care. In addition, the recent acquisition of Sergeant's Pet Care Products, Inc. ( Sergeant's ) and Velcera Inc. ( Velcera ), expanded the Company's product portfolio into the pet healthcare category.

*Nutritionals:* The Nutritionals segment develops, manufactures, markets and distributes store brand infant and toddler formula products, infant and toddler foods, vitamin, mineral and dietary supplement products, and oral electrolyte solution products to retailers, distributors and consumers primarily in the U.S., Canada, Mexico and China. Similar to the Consumer Healthcare segment, this business markets store brand products that are comparable in quality and formulation to the national brand products.

*Rx Pharmaceuticals:* The Rx Pharmaceuticals segment develops, manufactures and markets a portfolio of generic prescription drugs for the U.S. market. The Company defines this portfolio as predominantly extended topical and specialty as it encompasses a broad array of topical dosage forms such as creams, ointments, lotions, gels, shampoos, foams, suppositories, sprays, liquids, suspensions, solutions and powders. The portfolio also includes select controlled substances, injectables, hormones, oral liquids and oral solid dosage forms.

*API:* The Company develops, manufactures and markets API used worldwide by the generic drug industry and branded pharmaceutical companies. Certain of these ingredients are used in its own pharmaceutical products. The API business identifies APIs that will be critical to its pharmaceutical customers' future product launches and then works closely with these customers on the development processes.





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In addition, the Company has an Other category that consists of the Israel Pharmaceutical and Diagnostic Products operating segment, which does not individually meet the quantitative thresholds required to be a separately reportable segment.

Perrigo Company was incorporated in the State of Michigan in 1988. Our principal executive offices are located at 515 Eastern Avenue, Allegan, Michigan 49010. Our telephone number is (269) 673-8451 and our website is [www.perrigo.com](http://www.perrigo.com). Information contained in or accessible through our website is not part of or incorporated by reference into this prospectus supplement or the accompanying prospectus.

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**THE OFFERING**

*The summary below describes the principal terms of the notes. Certain of the terms described below are subject to important limitations and exceptions. The Description of the Notes section of this prospectus supplement and the Description of Debt Securities section of the accompanying prospectus contain a more detailed description of the terms of the notes.*

Issuer	Perrigo Company
Securities Offered	\$600,000,000 aggregate principal amount of our 2.950% Notes due 2023.
Maturity Date	The notes will mature on May 15, 2023.
Interest Rate	The notes will bear interest at a rate of 2.950% per annum.
Interest Payment Dates	We will pay interest on the notes on May 15 and November 15 of each year, beginning on November 15, 2013.
Ranking	The notes will be unsecured and unsubordinated obligations of ours and will (i) rank equally in right of payment with all our other unsecured and unsubordinated indebtedness from time to time outstanding; (ii) be effectively subordinated in right of payment to all existing and future secured indebtedness of ours to the extent of the value of the assets securing such indebtedness; and (iii) be structurally subordinated to all existing and future indebtedness and other liabilities and commitments (including trade payables and lease obligations) of our subsidiaries, to the extent of the assets of such subsidiaries.
Optional Redemption	We may redeem the notes, in whole or in part, at any time and from time to time at the applicable redemption price described under Description of the Notes Optional Redemption.
Change of Control	If a change of control triggering event as described under the heading Description of the Notes Offer to Purchase Upon Change of Control Triggering Event occurs, we may be required to offer to purchase the notes from the holders at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest to the repurchase date.

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Covenants	The indenture governing the notes will contain certain restrictions, including a limitation that restricts our ability and the ability of certain of our subsidiaries to create or incur secured indebtedness. Certain sale and leaseback transactions are similarly limited. See Description of the Notes Covenants. Other than as described above, the provisions of the indenture will not afford holders of the notes protection in the event of a sudden or significant decline in our credit quality or in the event of a takeover, recapitalization or highly leveraged or similar transaction that may adversely affect such holders.
Use of Proceeds	The net proceeds from the sale of the notes will be used for general corporate purposes.
Denominations	The notes will be issued in minimum denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.
Form of Notes	We will issue the notes in the form of one or more fully registered global notes registered in the name of the nominee of The Depository Trust Company ( DTC ). Investors may elect to hold the interests in the global notes through any of DTC, the Euroclear System ( Euroclear ), or Clearstream Banking, S.A. ( Clearstream ).
Further Issuances	We may, without the consent of existing holders, increase the principal amount of the notes by issuing more notes in the future, on the same terms and conditions (other than the issue date, the price to the public and, if applicable, the first interest payment date) and with the same CUSIP number (unless the additional notes of a series are not fungible for U.S. federal income tax purposes with such series), in each case, as the notes being offered by this prospectus supplement. We do not plan to inform the existing holders if we re-open this series of notes to issue and sell additional notes of this series in the future. Additional notes issued in this manner will be consolidated with and will form a single series with the series of notes being offered hereby.

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Risk Factors

You should consider carefully all the information set forth in and incorporated by reference into this prospectus supplement and the accompanying prospectus and, in particular, you should evaluate the specific factors set forth under the heading Risk Factors beginning on page S-8 of this prospectus supplement, as well as the other information contained or incorporated herein by reference, before investing in any of the notes offered hereby.

Governing Law

The indenture will provide that New York law shall govern any action regarding the notes brought pursuant to the indenture.

Trustee

Wells Fargo Bank, National Association.

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The following table presents summary consolidated financial data as of and for the periods indicated. The statements of operations for the years ended June 30, 2012, June 25, 2011 and June 26, 2010 and the balance sheet data as of June 30, 2012 and June 25, 2011 have been derived from the audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended June 30, 2012 filed with the SEC, which is incorporated herein by reference. The statements of operations for each of the nine-month periods ended March 30, 2013 and March 31, 2012 and the balance sheet data as of March 30, 2013 have been derived from the unaudited consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended March 30, 2013 filed with the SEC, which is incorporated herein by reference. In the opinion of management, our unaudited summary consolidated financial data reflect all adjustments (consisting of normal recurring accruals and other adjustments) considered necessary for a fair presentation. Interim results are not necessarily indicative of results of operations for a full fiscal year. You should read the following table in conjunction with our audited consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended June 30, 2012 and our unaudited consolidated financial statements and related notes in our Quarterly Report on Form 10-Q for the quarter ended March 30, 2013.

	June 30, 2012 <sup>(1)</sup>	Fiscal Year Ended June 25, 2011	June 26, 2010 <sup>(2)(3)</sup>	Nine Months Ended March 30, 2013 <sup>(4)</sup>	March 31, 2012
	(Unaudited)				
	(in thousands, except per share amounts)				
<b>Statement of Income Data:</b>					
Net sales	\$ 3,173,249	\$ 2,755,029	\$ 2,268,150	\$ 2,572,594	\$ 2,341,482
Cost of sales	2,077,651	1,810,159	1,521,917	1,648,799	1,539,755
Gross profit	1,095,598	944,870	746,233	923,795	801,727
<b>Operating expenses</b>					
Distribution	39,122	34,684	28,322	35,035	29,540
Research and development	105,774	89,250	83,515	84,244	78,736
Selling and administration	372,721	329,698	269,974	305,480	278,080
Subtotal	517,617	453,632	381,811	424,795	386,356
Write-off of in-process research and development			19,000		
Restructuring	8,755	1,033	9,523		7,081
Total	526,372	454,665	410,334	424,795	393,437
Operating income	569,226	490,205	335,899	499,036	408,290
Interest, net	60,736	42,312	28,415	47,237	44,862
Other (income) expenses, net	(3,499)	(2,661)	(1,165)	855	(4,221)
Losses on sales of investments				4,657	
Income from continuing operations before income taxes	511,989	450,554	308,649	446,287	367,649
Income tax expense	119,015	109,996	84,215	122,828	81,725
Income from continuing operations	392,974	340,558	224,434	323,459	285,924
Income (loss) from discontinued operations, net of tax	8,639	(1,361)	(635)		
Net income	\$ 401,613	\$ 339,197	\$ 223,799	\$ 323,459	\$ 285,924
Basic earnings from continuing operations per share	\$ 4.22	\$ 3.69	\$ 2.46	\$ 3.45	\$