

Allergan plc
Form 10-Q
May 03, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended March 31, 2018

OR

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	Exact name of registrant as specified in its charter, principal office and address and telephone number	State of incorporation or organization	I.R.S. Employer Identification No.
001-36867	Allergan plc Clonshaugh Business and Technology Park Coolock, Dublin, D17 E400, Ireland (862) 261-7000	Ireland	98-1114402
001-36887	Warner Chilcott Limited	Bermuda	98-0496358

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Canon's Court
 22 Victoria Street
 Hamilton HM 12
 Bermuda
 (441) 295-2244

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:

Allergan plc	YES	NO
Warner Chilcott Limited	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).

Allergan plc	YES	NO
Warner Chilcott Limited	YES	NO

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

Allergan plc	Large accelerated filer	Accelerated filer
	Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
	Emerging growth company	
Warner Chilcott Limited	Large accelerated filer	Accelerated filer
	Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
	Emerging growth company	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Allergan plc	YES	NO
Warner Chilcott Limited	YES	NO

Number of shares of Allergan plc's Ordinary Shares outstanding on April 27, 2018: 339,063,627. There is no trading market for securities of Warner Chilcott Limited, all of which are indirectly wholly owned by Allergan plc.

This Quarterly Report on Form 10-Q is a combined report being filed separately by two different registrants: Allergan plc and Warner Chilcott Limited. Warner Chilcott Limited is an indirect wholly-owned subsidiary of Allergan plc. The information in this Quarterly Report on Form 10-Q is equally applicable to Allergan plc and Warner Chilcott Limited, except where otherwise indicated. Warner Chilcott Limited meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and, to the extent applicable, is therefore filing this form with a reduced disclosure format.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS
ALLERGAN PLC

CONSOLIDATED BALANCE SHEETS

(Unaudited; in millions, except par value)

	March 31, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	\$994.8	\$ 1,817.2
Marketable securities	1,037.4	4,632.1
Accounts receivable, net	2,639.2	2,899.0
Inventories	948.4	904.5
Prepaid expenses and other current assets	773.5	1,123.9
Total current assets	6,393.3	11,376.7
Property, plant and equipment, net	1,769.5	1,785.4
Investments and other assets	267.1	267.9
Non current assets held for sale	71.8	81.6
Deferred tax assets	893.6	319.1
Product rights and other intangibles	52,566.5	54,648.3
Goodwill	50,059.5	49,862.9
Total assets	\$112,021.3	\$ 118,341.9
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$5,072.3	\$ 5,541.4
Income taxes payable	117.5	74.9
Current portion of long-term debt and capital leases	626.2	4,231.8
Total current liabilities	5,816.0	9,848.1
Long-term debt and capital leases	25,936.4	25,843.5
Other long-term liabilities	826.8	886.9
Other taxes payable	1,555.7	1,573.9
Deferred tax liabilities	5,540.4	6,352.4
Total liabilities	39,675.3	44,504.8
Commitments and contingencies (Refer to Note 19)		
Equity:		
Preferred shares, \$0.0001 par value per share, zero and 5.1 million shares authorized, issued and outstanding, respectively	\$-	\$ 4,929.7
Ordinary shares; \$0.0001 par value per share; 1,000.0 million shares authorized, 339.0 million and 330.2 million shares issued and outstanding, respectively	-	-
Additional paid-in capital	57,486.9	54,013.5
Retained earnings	12,799.5	12,957.2

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Accumulated other comprehensive income	2,041.5	1,920.7
Total shareholders' equity	72,327.9	73,821.1
Noncontrolling interest	18.1	16.0
Total equity	72,346.0	73,837.1
Total liabilities and equity	\$112,021.3	\$118,341.9

See accompanying Notes to the Consolidated Financial Statements.

ALLERGAN PLC

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited; in millions, except per share amounts)

	Three Months Ended March 31,	
	2018	2017
Net revenues	\$3,672.1	\$3,572.9
Operating expenses:		
Cost of sales (excludes amortization and impairment of acquired intangibles including product rights)	522.8	450.4
Research and development	474.7	759.9
Selling and marketing	800.0	869.1
General and administrative	295.9	316.1
Amortization	1,697.6	1,736.0
In-process research and development impairments	522.0	340.0
Asset sales and impairments, net	13.1	7.4
Total operating expenses	4,326.1	4,478.9
Operating (loss)	(654.0)	(906.0)
Interest income	17.3	25.3
Interest (expense)	(250.6)	(289.7)
Other (expense) / income, net	(78.8)	(1,922.8)
Total other (expense), net	(312.1)	(2,187.2)
(Loss) before income taxes and noncontrolling interest	(966.1)	(3,093.2)
(Benefit) for income taxes	(682.2)	(532.1)
Net (loss) from continuing operations, net of tax	(283.9)	(2,561.1)
(Loss) from discontinued operations, net of tax	-	(3.1)
Net (loss)	(283.9)	(2,564.2)
(Income) attributable to noncontrolling interest	(2.2)	(1.0)
Net (loss) attributable to shareholders	(286.1)	(2,565.2)
Dividends on preferred shares	46.4	69.6
Net (loss) attributable to ordinary shareholders	\$(332.5)	\$(2,634.8)
(Loss) per share attributable to ordinary shareholders - basic:		
Continuing operations	\$(0.99)	\$(7.85)
Discontinued operations	-	(0.01)
Net (loss) per share - basic	\$(0.99)	\$(7.86)
(Loss) per share attributable to ordinary shareholders - diluted:		
Continuing operations	\$(0.99)	\$(7.85)
Discontinued operations	-	(0.01)
Net (loss) per share - diluted	\$(0.99)	\$(7.86)
Dividends per ordinary share	\$0.72	\$0.70

Weighted average shares outstanding:

Basic	334.6	335.1
Diluted	334.6	335.1

See accompanying Notes to the Consolidated Financial Statements.

ALLERGAN PLC

CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS)

(Unaudited; in millions)

	Three Months Ended March 31,	
	2018	2017
Net (loss)	\$(283.9)	\$(2,564.2)
Other comprehensive income / (loss)		
Foreign currency translation gains	183.8	162.6
Net impact of other-than-temporary loss on investment in Teva securities	-	1,599.4
Unrealized (losses), net of tax	-	(1.9)
Impact of ASU No. 2016-01, net of tax	(63.0)	-
Total other comprehensive income, net of tax	120.8	1,760.1
Comprehensive (loss)	(163.1)	(804.1)
Comprehensive (income) attributable to noncontrolling interest	(2.2)	(1.0)
Comprehensive (loss) attributable to ordinary shareholders	\$(165.3)	\$(805.1)

See accompanying Notes to the Consolidated Financial Statements.

ALLERGAN PLC

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited; in millions)

	Three Months Ended March 31,	
	2018	2017
Cash Flows From Operating Activities:		
Net (loss)	\$(283.9)	\$(2,564.2)
Reconciliation to net cash provided by operating activities:		
Depreciation	56.1	41.6
Amortization	1,697.6	1,736.0
Provision for inventory reserve	14.2	23.9
Share-based compensation	72.5	62.7
Deferred income tax benefit	(1,026.4)	(712.8)
In-process research and development impairments	522.0	340.0
Loss on asset sales and impairments, net	13.1	7.4
Net income impact of other-than-temporary loss on investment in Teva securities	-	1,978.0
Loss on Teva securities	77.7	-
Amortization of inventory step-up	-	27.9
Amortization of deferred financing costs	6.3	6.7
Contingent consideration adjustments, including accretion	5.3	30.7
Other, net	6.5	(18.8)
Changes in assets and liabilities (net of effects of acquisitions):		
Decrease / (increase) in accounts receivable, net	259.1	53.2
Decrease / (increase) in inventories	(52.7)	(50.5)
Decrease / (increase) in prepaid expenses and other current assets	(0.6)	2.5
Increase / (decrease) in accounts payable and accrued expenses	(231.6)	(363.7)
Increase / (decrease) in income and other taxes payable	336.6	123.8
Increase / (decrease) in other assets and liabilities	(13.5)	(1.1)
Net cash provided by operating activities	1,458.3	723.3
Cash Flows From Investing Activities:		
Additions to property, plant and equipment	(46.4)	(33.2)
Additions to product rights and other intangibles	-	(346.3)
Additions to investments	(1,455.9)	(6,387.9)
Proceeds from sale of investments and other assets	4,889.5	9,655.3
Payments to settle Teva related matters	(466.0)	-
Proceeds from sales of property, plant and equipment	11.1	0.7
Acquisitions of businesses, net of cash acquired	-	(2,874.4)
Net cash provided by investing activities	2,932.3	14.2
Cash Flows From Financing Activities:		
Proceeds from borrowings of long-term indebtedness, including credit facility	709.0	-
Proceeds from Forward Sale of Teva securities	372.3	-
Payments on debt, including capital lease obligations and credit facility	(4,322.1)	(1,015.9)
Proceeds from stock plans	35.5	52.6

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Other financing, including contingent consideration	(9.3)	(76.3)
Payments to settle Teva related matters	(234.0)	-
Repurchase of ordinary shares	(1,439.6)	(29.5)
Dividends paid	(319.5)	(305.8)
Net cash (used in) financing activities	(5,207.7)	(1,374.9)
Effect of currency exchange rate changes on cash and cash equivalents	(5.3)	6.3
Net (decrease) in cash and cash equivalents	(822.4)	(631.1)
Cash and cash equivalents at beginning of period	1,817.2	1,724.0
Cash and cash equivalents at end of period	\$994.8	\$1,092.9
Supplemental Disclosures of Cash Flow Information		
Cash paid during the year for:		
Income taxes other, net of refunds	\$35.7	\$55.0
Interest	\$344.4	\$420.0
Schedule of Non-Cash Investing and Financing Activities:		
Conversion of mandatory convertible preferred shares	\$4,929.7	\$-
Dividends accrued	\$1.4	\$24.6

See accompanying Notes to the Consolidated Financial Statements.

WARNER CHILCOTT LIMITED

CONSOLIDATED BALANCE SHEETS

(Unaudited; in millions)

	March 31, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	\$994.3	\$ 1,816.3
Marketable securities	1,037.4	4,632.1
Accounts receivable, net	2,639.2	2,899.0
Receivables from Parents	5,693.6	5,797.4
Inventories	948.4	904.5
Prepaid expenses and other current assets	772.8	1,123.0
Total current assets	12,085.7	17,172.3
Property, plant and equipment, net	1,769.5	1,785.4
Investments and other assets	267.1	267.9
Non current receivables from Parents	3,964.0	3,964.0
Non current assets held for sale	71.8	81.6
Deferred tax assets	890.5	316.0
Product rights and other intangibles	52,566.5	54,648.3
Goodwill	50,059.5	49,862.9
Total assets	\$ 121,674.6	\$ 128,098.4
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$4,945.1	\$ 5,515.6
Payables to Parents	2,390.3	2,340.6
Income taxes payable	118.1	74.9
Current portion of long-term debt and capital leases	626.2	4,231.8
Total current liabilities	8,079.7	12,162.9
Long-term debt and capital leases	25,936.4	25,843.5
Other long-term liabilities	826.8	886.9
Other taxes payable	1,555.3	1,573.5
Deferred tax liabilities	5,537.4	6,349.4
Total liabilities	41,935.6	46,816.2
Commitments and contingencies (Refer to Note 19)		
Equity:		
Members' capital	72,935.1	72,935.1
Retained earnings	4,744.3	6,410.4
Accumulated other comprehensive income	2,041.5	1,920.7
Total members' equity	79,720.9	81,266.2
Noncontrolling interest	18.1	16.0
Total equity	79,739.0	81,282.2
Total liabilities and equity	\$ 121,674.6	\$ 128,098.4

See accompanying Notes to the Consolidated Financial Statements.

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WARNER CHILCOTT LIMITED

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited; in millions)

	Three Months Ended March 31,	
	2018	2017
Net revenues	\$3,672.1	\$3,572.9
Operating expenses:		
Cost of sales (excludes amortization and impairment of acquired intangibles including product rights)	522.8	450.4
Research and development	474.7	759.9
Selling and marketing	800.0	869.1
General and administrative	294.1	314.3
Amortization	1,697.6	1,736.0
In-process research and development impairments	522.0	340.0
Asset sales and impairments, net	13.1	7.4
Total operating expenses	4,324.3	4,477.1
Operating (loss)	(652.2)	(904.2)
Interest income	70.3	51.4
Interest (expense)	(250.6)	(289.7)
Other (expense) / income, net	(78.8)	(1,922.8)
Total other (expense), net	(259.1)	(2,161.1)
(Loss) before income taxes and noncontrolling interest	(911.3)	(3,065.3)
(Benefit) for income taxes	(682.2)	(532.1)
Net (loss) from continuing operations, net of tax	(229.1)	(2,533.2)
(Loss) from discontinued operations, net of tax	-	(3.1)
Net (loss)	(229.1)	(2,536.3)
(Income) attributable to noncontrolling interest	(2.2)	(1.0)
Net (loss) attributable to members	\$(231.3)	\$(2,537.3)

See accompanying Notes to the Consolidated Financial Statements.

WARNER CHILCOTT LIMITED

CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS)

(Unaudited; in millions)

	Three Months Ended March 31,	
	2018	2017
Net (loss)	\$(229.1)	\$(2,536.3)
Other comprehensive income / (loss)		
Foreign currency translation gains	183.8	162.6
Net impact of other-than-temporary loss on investment in Teva securities	-	1,599.4
Unrealized (losses), net of tax	-	(1.9)
Impact of ASU No. 2016-01, net of tax	(63.0)	-
Total other comprehensive income, net of tax	120.8	1,760.1
Comprehensive (loss)	(108.3)	(776.2)
Comprehensive (income) attributable to noncontrolling interest	(2.2)	(1.0)
Comprehensive (loss) attributable to members	\$(110.5)	\$(777.2)

See accompanying Notes to the Consolidated Financial Statements.

WARNER CHILCOTT LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited; in millions)

	Three Months Ended March 31,	
	2018	2017
Cash Flows From Operating Activities:		
Net (loss)	\$(229.1)	\$(2,536.3)
Reconciliation to net cash provided by operating activities:		
Depreciation	56.1	41.6
Amortization	1,697.6	1,736.0
Provision for inventory reserve	14.2	23.9
Share-based compensation	72.5	62.7
Deferred income tax benefit	(1,026.4)	(712.8)
In-process research and development impairments	522.0	340.0
Loss on asset sales and impairments, net	13.1	7.4
Net income impact of other-than-temporary loss on investment in Teva securities	-	1,978.0
Loss on Teva securities	77.7	-
Amortization of inventory step up	-	27.9
Amortization of deferred financing costs	6.3	6.7
Contingent consideration adjustments, including accretion	5.3	30.7
Other, net	6.5	(18.8)
Changes in assets and liabilities (net of effects of acquisitions):		
Decrease / (increase) in accounts receivable, net	259.1	53.2
Decrease / (increase) in inventories	(52.7)	(50.5)
Decrease / (increase) in prepaid expenses and other current assets	0.1	5.7
Increase / (decrease) in accounts payable and accrued expenses	(229.1)	(334.3)
Increase / (decrease) in income and other taxes payable	336.6	123.8
Increase / (decrease) in other assets and liabilities, including receivable / payable		
with Parents	64.8	(29.7)
Net cash provided by operating activities	1,594.6	755.2
Cash Flows From Investing Activities:		
Additions to property, plant and equipment	(46.4)	(33.2)
Additions to product rights and other intangibles	-	(346.3)
Additions to investments	(1,455.9)	(6,387.9)
Proceeds from the sale of investments and other assets	4,889.5	9,655.3
Payments to settle Teva related matters	(466.0)	-
Proceeds from sales of property, plant and equipment	11.1	0.7
Acquisitions of businesses, net of cash acquired	-	(2,874.4)
Net cash provided by investing activities	2,932.3	14.2
Cash Flows From Financing Activities:		
Proceeds from borrowings of long-term indebtedness, including credit facility	709.0	-
Proceeds from Forward Sale of Teva securities	372.3	-

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Payments on debt, including capital lease obligations and credit facility	(4,322.1)	(1,015.9)
Other financing, including contingent consideration	(9.3)	(76.3)
Payments to settle Teva related matters	(234.0)	-
Dividends to Parents	(1,859.5)	(305.8)
Net cash (used in) financing activities	(5,343.6)	(1,398.0)
Effect of currency exchange rate changes on cash and cash equivalents	(5.3)	6.3
Net (decrease) in cash and cash equivalents	(822.0)	(622.3)
Cash and cash equivalents at beginning of period	1,816.3	1,713.2
Cash and cash equivalents at end of period	\$994.3	\$1,090.9
Schedule of Non-Cash Investing and Financing Activities:		
Non-cash dividends to Parents	\$-	\$4,203.9

See accompanying Notes to the Consolidated Financial Statements

ALLERGAN PLC AND WARNER CHILCOTT LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE 1 — General

Allergan plc is a global pharmaceutical company focused on developing, manufacturing and commercializing branded pharmaceutical (“brand”, “branded” or “specialty brand”), device, biologic, surgical and regenerative medicine products for patients around the world. Allergan markets a portfolio of leading brands and best-in-class products for the central nervous system, eye care, medical aesthetics and dermatology, gastroenterology, women’s health, urology and anti-infective therapeutic categories. Allergan is an industry leader in Open Science, a model of research and development, which defines our approach to identifying and developing game-changing ideas and innovation for better patient care. The Company has operations in more than 100 countries. Warner Chilcott Limited is an indirect wholly-owned subsidiary of Allergan plc and has the same principal business activities.

The accompanying consolidated financial statements should be read in conjunction with the Company’s annual report on Form 10-K for the year ended December 31, 2017 (“Annual Report”). Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with United States generally accepted accounting principles (“GAAP”) have been condensed or omitted from the accompanying consolidated financial statements. The accompanying year end consolidated balance sheet was derived from the audited financial statements included in the Annual Report. The accompanying interim financial statements are unaudited and reflect all adjustments which are in the opinion of management necessary for a fair statement of the Company’s consolidated financial position, results of operations, comprehensive (loss) / income and cash flows for the periods presented. Unless otherwise noted, all such adjustments are of a normal, recurring nature. All intercompany transactions and balances have been eliminated in consolidation. The Company’s results of operations, comprehensive (loss) and cash flows for the interim periods are not necessarily indicative of the results of operations, comprehensive (loss) and cash flows that it may achieve in future periods.

References throughout to “we,” “our,” “us,” the “Company” or “Allergan” refer to financial information and transactions of Allergan plc. References to “Warner Chilcott Limited” refer to Warner Chilcott Limited, the Company’s indirect wholly-owned subsidiary, and, unless the context otherwise requires, its subsidiaries.

NOTE 2 – Reconciliation of Warner Chilcott Limited results to Allergan plc results

Warner Chilcott Limited is an indirect wholly-owned subsidiary of Allergan plc, the ultimate parent of the group, (together with other Warner Chilcott Limited parents, the “Parents”). The results of Warner Chilcott Limited are consolidated into the results of Allergan plc. Due to the de minimis activity between Warner Chilcott Limited and the Parents (including Allergan plc), content throughout this filing relates to both Allergan plc and Warner Chilcott Limited. Warner Chilcott Limited representations relate only to itself and not to any other company. Except where

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otherwise indicated, and excluding certain insignificant cash and non-cash transactions at the Allergan plc level, these notes relate to the consolidated financial statements for both separate registrants, Allergan plc and Warner Chilcott Limited. In addition to certain inter-company payable and receivable amounts between the entities, the following is a reconciliation of the financial position and results of operations of Warner Chilcott Limited to Allergan plc (\$ in millions):

	As of March 31, 2018			As of December 31, 2017		
	Warner Chilcott		Difference	Warner Chilcott		Difference
	Allergan plc Limited	Warner Chilcott		Allergan plc Limited	Warner Chilcott	
Cash and cash equivalents	\$994.8	\$994.3	\$0.5	\$1,817.2	\$1,816.3	\$0.9
Prepaid expenses and other current assets	773.5	772.8	0.7	1,123.9	1,123.0	0.9
Deferred tax assets	893.6	890.5	3.1	319.1	316.0	3.1
Accounts payable and accrued liabilities	5,072.3	4,945.1	127.2	5,541.4	5,515.6	25.8
Other taxes payables	1,555.7	1,555.3	0.4	1,573.9	1,573.5	0.4
Deferred tax liabilities	5,540.4	5,537.4	3.0	6,352.4	6,349.4	3.0
Total equity	72,346.0	79,739.0	(7,393.0)	73,837.1	81,282.2	(7,445.1)

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	Three Months Ended March 31, 2018			Three Months Ended March 31, 2017		
	Warner		Difference	Warner		Difference
	Chilcott			Chilcott		
	Allergan plc	Limited		Allergan plc	Limited	
General and administrative expenses	\$295.9	\$294.1	\$ 1.8	\$316.1	\$314.3	\$ 1.8
Operating (loss)	(654.0)	(652.2)	(1.8)	(906.0)	(904.2)	(1.8)
Interest income	17.3	70.3	(53.0)	25.3	51.4	(26.1)
(Loss) before income taxes and noncontrolling						
interest	(966.1)	(911.3)	(54.8)	(3,093.2)	(3,065.3)	(27.9)
Net (loss) from continuing operations, net of						
tax	(283.9)	(229.1)	(54.8)	(2,561.1)	(2,533.2)	(27.9)
Net (loss)	(283.9)	(229.1)	(54.8)	(2,564.2)	(2,536.3)	(27.9)
Dividends on preferred shares	46.4	-	46.4	69.6	-	69.6
Net (loss) attributable to ordinary						
shareholders/members	(332.5)	(231.3)	(101.2)	(2,634.8)	(2,537.3)	(97.5)

The difference between general and administrative expenses in the three months ended March 31, 2018 and 2017 was due to corporate related expenses incurred at Allergan plc. The difference between accounts payable and accrued liabilities primarily relates to accruals for the Company's share repurchase program and dividends payable which are held by Allergan plc. Movements in equity are due to historical differences in the results of operations of the companies and differences in equity awards.

As of March 31, 2018 and December 31, 2017, Warner Chilcott Limited had \$5.7 billion and \$5.8 billion in Receivables from Parents, respectively. As of March 31, 2018 and December 31, 2017, Warner Chilcott Limited had \$4.0 billion and \$4.0 billion in Non-current Receivables from Parents, respectively. These receivables related to intercompany loans between Allergan plc and each of Allergan Capital S.à.r.l. and Forest Finance B.V., subsidiaries of Warner Chilcott Limited. These loans are interest-bearing loans with varying term dates. Total interest income recognized during the three months ended March 31, 2018 and 2017 was \$53.0 million and \$26.1 million, respectively.

NOTE 3 — Summary of Significant Accounting Policies

The following are interim updates to certain of the policies described in "Note 4" of the notes to the Company's audited consolidated financial statements for the year ended December 31, 2017 included in the Annual Report.

Reclassifications

On January 1, 2018, we adopted Accounting Standards Update (“ASU”) No. 2014-09, "Revenue from Contracts with Customers" (“Topic 606”) using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts are not adjusted and continue to be reported in accordance with our historical accounting practices. The impact to revenues for the quarter ended March 31, 2018 was not significant as a result of the adoption. The adoption of this guidance does not have a material impact on the Company’s financial position or results of operations as the Company’s sales primarily relate to standard bill and ship terms of pharmaceutical products to customers.

Under Topic 606, the Company will apply the practical expedient to recognize the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less. These costs will be included in selling, general, and administrative expenses which are consistent with the accounting prior to the adoption of Topic 606. The Company will also elect to use the practical expedient to not adjust the promised amount of consideration for the effects of the time value of money for contracts in which the anticipated period between when the Company transfers the goods or services to the customer and when the customer pays is equal to one year or less.

On January 1, 2018, the Company adopted ASU No. 2016-01, which changed the requirement to require equity securities (including other ownership interests, such as partnerships, unincorporated joint ventures, and limited liability companies) to be measured at fair value with changes in the fair value recognized through net income.

On January 1, 2018, the Company adopted ASU No. 2016-16, Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory. Previously, GAAP prohibited the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. This prohibition on recognition was an exception to the principle of comprehensive recognition of current and deferred income taxes in GAAP. The amendment to the guidance eliminated the exception for an intra-entity transfer of an asset other than inventory and required an entity to recognize the income tax consequences when the transfer occurs.

The following represents the impact on the Company's Consolidated Balance Sheet as a result of the adoption on January 1, 2018 of the following accounting pronouncements (\$ in millions):

Pronouncement	Increase / (decrease)					
	Accounts receivable net	Prepaid expenses and other assets	Accounts payable and accrued expenses	Deferred tax liabilities	Retained earnings	Accumulated other comprehensive income / (loss)
Accounting Standards Update No.						
2014-09	\$1.9	\$ -	\$ (3.6)	\$ -	\$ 5.5	\$ -
Accounting Standards Update No.						
2016-01	\$-	\$ -	\$ -	\$ -	\$ 63.0	\$ (63.0)
Accounting Standards Update No.						
2016-16	\$-	\$ (44.8)	\$ -	\$ (401.0)	\$ 356.2	\$ -

On January 1, 2018, the Company adopted ASU 2016-15, Statement of Cash Flows (Topic 230) Classification of Certain Cash Receipts and Cash Payments. This standard amends and adjusts how cash receipts and cash payments are presented and classified in the statement of cash flows. As a result of the guidance, the Company will retrospectively apply the standard which will reclassify debt extinguishment costs from cash flows from operating activities to cash flows from financing activities. As a result of the guidance cash flows from operating activities will increase by \$205.6 million and cash flows from financing activities will decrease by \$205.6 million for the year ended December 31, 2017.

Revenue Recognition

General

Topic 606 provides that revenues are recognized when control of the promised goods under a contract is transferred to a customer, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods as specified in the underlying terms with the customer. The Company warrants products against defects and for specific quality standards, permitting the return of products under certain circumstances. Product sales are recorded net of all

sales-related deductions including, but not limited to: chargebacks, trade discounts, sales returns and allowances, commercial and government rebates, customer loyalty programs and fee-for-service arrangements with certain distributors, which we refer to in the aggregate as “SRA” allowances.

The Company’s performance obligations are satisfied when control of the products is transferred to the customer. Transfer of control is based on contractual performance obligations, but typically occurs upon receipt of the goods by the customer.

Prior to performance obligations being achieved, shipping and handling costs associated with outbound freight for a product to be transferred to a customer are accounted for as a fulfillment cost and are included in selling and marketing expenses.

Other revenues earned are mainly comprised of royalty income from licensing of intellectual property. Royalty income is recognized when the customer’s subsequent sale occurs.

Refer to “NOTE 8 –Reportable Segments” for our revenues disaggregated by product and segment and our revenues disaggregated by geography for our international segment. We believe this level of disaggregation best depicts how the nature, amount, timing and uncertainty of our revenue and cash flows are affected by economic factors.

Significant Payment Terms

A contract with a customer states the final terms of the sale, including the description, quantity, and price of each product purchased. The Company’s payment terms vary by the type and location of the customer and the products offered. A customer agrees to a stated rate and price in the contract and given that most of the products sold contain variable consideration, the amount of revenue recognized incorporates adjustments for SRAs as appropriate.

Determining the Transaction Price

The Company offers discounts and rebates to certain customers who participate in various programs that are referred to as gross-to-net sales adjustments (“Provisions for SRAs”) as described further below. Such activity is included as part of the Company’s estimate of the transaction price and is accounted for as a reduction to gross sales. At time of sale, the Company records the related SRA adjustments to sales based on historical experience, agreements in place and an estimate for claims incurred but not yet paid or credited. The Company performs a level of validation each period to assess the adequacy of the liability or contra receivable recorded to reflect actual activity and will adjust the reserve balance accordingly.

Provisions for SRAs

As is customary in the pharmaceutical industry, certain customers may receive cash-based incentives or credits, which are variable consideration accounted for as SRAs. The Company estimates these amounts based on the expected amount to be provided to customers, which reduces the revenues recognized. The Company believes that there will not be significant changes to our estimates of variable consideration. The Company uses a variety of methods to assess the adequacy of the SRA reserves to ensure that our financial statements are fairly stated. These provisions are estimated based on historical payment experience, historical relationship of the deductions to gross product revenues, government regulations, estimated utilization or redemption rates, estimated customer inventory levels and current contract sales terms. The estimation process used to determine our SRA provisions has been applied on a consistent basis and no material revenue adjustments have been necessary to increase or decrease our reserves for SRA as a result of a significant change in underlying estimates.

Chargebacks — A chargeback represents an amount payable in the future to a wholesaler for the difference between the invoice price paid by such wholesaler customer for a particular product and the negotiated contract price that the wholesaler’s customer pays for that product. The chargeback provision and related reserve varies with changes in product mix, changes in customer pricing and changes to estimated wholesaler inventories. The provision for chargebacks also takes into account an estimate of the expected wholesaler sell-through levels to indirect customers at certain contract prices. The Company validates the chargeback accrual quarterly through a review of the inventory reports obtained from our largest wholesale customers. This customer inventory information is used to verify the estimated liability for future chargeback claims based on historical chargeback and contract rates. These large wholesalers represent the vast majority of the recipients of the Company’s chargeback payments. We continually monitor current pricing trends and wholesaler inventory levels to ensure the liability for future chargebacks is fairly stated.

Rebates — Rebates include volume related incentives to direct and indirect customers, third-party managed care and Medicare Part D rebates, Medicaid rebates and other government rebates. Rebates are accrued based on an estimate of claims to be paid for product sold into trade by the Company. Volume rebates are generally contractually offered to customers as an incentive to use the Company’s products and to encourage greater product sales. These rebate programs include contracted rebates based on customers’ purchases made during an applicable monthly, quarterly or annual period. The provision for third-party rebates is estimated based on our customers’ contracted rebate programs and the Company’s historical experience of rebates paid. Any significant changes to our customer rebate programs are considered in establishing the provision for rebates. The provisions for government rebates are based, in part, upon

historical experience of claims submitted by the various states and authorities, contractual terms and government regulations. We monitor legislative changes to determine what impact such legislation may have on our provision.

Cash Discounts — Cash discounts are provided to customers that pay within a specific period. The provision for cash discounts is estimated based upon invoice billings and historical customer payment experience. The Company's experience of payment history is fairly consistent and most customer payments qualify for the cash discount.

Returns and Other Allowances — The Company's provision for returns and other allowances include returns, promotional allowances, and loyalty cards.

Consistent with industry practice, the Company maintains a returns policy that allows customers to return product for a credit. In accordance with the Company's policy, credits for customer returns of products are applied against outstanding account activity or are settled in cash. Product exchanges are not permitted. Customer returns of product are generally not resalable. The Company's estimate of the provision for returns is based upon historical experience and current trends of actual customer returns. Additionally, we consider other factors when estimating the current period returns provision, including levels of inventory in the distribution channel, as well as significant market changes which may impact future expected returns.

Promotional allowances are credits that are issued in connection with a product launch or as an incentive for customers to carry our product with no discernable benefit offered to Allergan. The Company establishes a reserve for promotional allowances based upon contractual terms.

Loyalty cards allow the end user patients a discount per prescription and are accrued based on historical experience, contract terms and the volume of product and cards in the distribution channel.

The following table summarizes the activity from continuing operations in the Company's major categories of SRA (\$ in millions):

	Returns and		Other		
	Chargebacks	Rebates	Allowances	Cash Discounts	Total
Balance at December 31, 2017	\$ 77.2	\$1,799.2	\$ 517.6	\$ 36.5	\$2,430.5
Provision related to sales in 2018	278.6	1,237.1	444.9	74.5	2,035.1
Credits and payments	(280.3)	(1,252.4)	(419.6)	(81.3)	(2,033.6)
Balance at March 31, 2018	\$ 75.5	\$1,783.9	\$ 542.9	\$ 29.7	\$2,432.0
Contra accounts receivable at March 31, 2018	\$ 75.5	\$71.3	\$ 51.9	\$ 29.7	\$228.4
Accounts payable and accrued expenses					
at March 31, 2018	\$ -	\$1,712.6	\$ 491.0	\$ -	\$2,203.6

The following table summarizes the balance sheet classification of our SRA reserves (\$ in millions):

	March 31, 2018	December 31, 2017
Contra accounts receivable	\$ 228.4	\$ 250.6
Accounts payable and accrued expenses	2,203.6	2,179.9
Total	\$ 2,432.0	\$ 2,430.5

The SRA provisions recorded to reduce gross product sales to net product sales, excluding discontinued operations, were as follows (\$ in millions):

	Three Months Ended March 31,	
	2018	2017
Gross product sales	\$5,616.1	\$5,382.4
Provisions to reduce gross product sales to net product sales	(2,035.1)	(1,892.6)
Net product sales	\$3,581.0	\$3,489.8

Percentage of SRA provisions to gross sales	36.2	%	35.2	%
Collectability Assessment				

At contract inception or at customer account set up, the Company performs a collectability assessment on the creditworthiness of its customers. The Company assesses the probability that the Company will collect the consideration to which it will be entitled in exchange for the goods sold. In evaluating collectability, the Company considers the customer's ability and intention to pay consideration when it is due. On a recurring basis, the Company estimates the amount of uncollectible receivables to reflect allowances for doubtful accounts.

Practical Expedients and Exemptions

The Company generally expenses sales commissions when incurred because the amortization period would have been one year or less. These costs are recorded within sales and marketing expenses.

The Company does not adjust the promised amount of consideration for the effects of the time value of money for contracts in which the anticipated period between when the Company transfers the goods or services to the customer and when the customer pays is equal to one year or less.

The Company chose not to elect the remaining practical expedients.

Earnings Per Share (“EPS”)

The Company computes EPS in accordance with Accounting Standards Codification (“ASC”) Topic 260, “Earnings Per Share” (“ASC 260”) and related guidance, which requires two calculations of EPS to be disclosed: basic and diluted. Basic EPS is computed by dividing net (loss) by the weighted average ordinary shares outstanding during a period. Diluted EPS is based on the treasury stock method and includes the effect from potential issuance of ordinary shares, such as shares issuable pursuant to the exercise of stock options and restricted stock units. Diluted EPS also includes the impact of ordinary share equivalents issued upon the mandatory conversion of the Company’s preferred shares which occurred on March 1, 2018. Ordinary share equivalents have been excluded where their inclusion would be anti-dilutive to continuing operations.

A reconciliation of the numerators and denominators of basic and diluted EPS consisted of the following (\$ in millions, except per share amounts):

	Three Months Ended March 31,	
	2018	2017
Net (loss):		
Net (loss) attributable to ordinary shareholders excluding		
income from discontinued operations, net of tax	\$ (332.5)	\$ (2,631.7)
(Loss) from discontinued operations, net of tax	-	(3.1)
Net (loss) attributable to ordinary shareholders	\$ (332.5)	\$ (2,634.8)
Basic weighted average ordinary shares outstanding	334.6	335.1
Basic EPS:		
Continuing operations	\$ (0.99)	\$ (7.85)
Discontinued operations	\$-	\$ (0.01)
Net (loss) per share	\$ (0.99)	\$ (7.86)
Dividends per ordinary share	\$0.72	\$0.70
Diluted weighted average ordinary shares		
outstanding	334.6	335.1
Diluted EPS:		
Continuing operations	\$ (0.99)	\$ (7.85)
Discontinued operations	\$-	\$ (0.01)
Net (loss) per share	\$ (0.99)	\$ (7.86)

Stock awards to purchase 2.4 million and 4.6 million ordinary shares for the three months ended March 31, 2018 and 2017, respectively, were outstanding, but not included in the computation of diluted EPS, because the awards were

anti-dilutive for continuing operations and as such the treatment for discontinued operations was also anti-dilutive.

The weighted average impact of ordinary share equivalents of 11.7 million and 17.6 million for the three months ended March 31, 2018 and 2017, respectively, which would result from the mandatory conversion of the Company's preferred shares at the beginning of the period were not included in the calculation of diluted EPS as their impact would be anti-dilutive. The weighted average impact of the mandatory conversion of the Company's preferred shares into ordinary shares was 6.2 million in the three months ended March 31, 2018. The impact of the 9.6 million shares repurchased in the three months ended March 31, 2018 on basic EPS was 2.0 million weighted average shares. Refer to "NOTE 15 –Shareholders' Equity" for further discussion on the Company's Share Repurchase Program.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-02, which states that a lessee should recognize the assets and liabilities that arise from leases. This update is effective for fiscal years beginning after December 15,

2018, including interim periods within those fiscal years. While the Company has not yet completed its assessment, the adoption of the guidance may have a material impact on the Company's financial position.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The ASU is intended to improve financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The ASU requires the measurement of all expected credit losses for financial assets including trade receivables held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. The ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early application will be permitted for all organizations for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company is evaluating the impact, if any, that this pronouncement will have on our financial position and results of operations.

In March 2017, The FASB issued ASU No. 2017-08, Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20), Premium Amortization on Purchased Callable Debt Securities. The ASU shortens the amortization period for certain callable debt securities held at a premium and requires the premium to be amortized to the earliest call date, but does not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. The amendments are effective for annual periods beginning after December 15, 2018, including interim periods within those annual periods. Entities are required to apply the amendments on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The entity is required to provide disclosures about a change in accounting principle in the period of adoption. The Company is evaluating the impact these amendments will have on our financial position and results of operations.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815) — Targeted Improvements to Accounting for Hedging Activities. The amendments to the guidance will better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. To meet that objective, the amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. The amendments also make certain targeted improvements to simplify the application of hedge accounting guidance and ease the administrative burden of hedge documentation requirements and assessing hedge effectiveness. The amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted in any interim period or fiscal years before the effective date of the amendments. For cash flow and net investment hedges existing at the date of adoption, an entity should apply a cumulative-effect adjustment related to eliminating the separate measurement of ineffectiveness to accumulated other comprehensive income with a corresponding adjustment to the opening balance of retained earnings as of the beginning of the fiscal year that an entity adopts the amendments. The amended presentation and disclosure guidance is required only prospectively. The Company is evaluating the impact, if any, that this pronouncement will have on our financial position and results of operations.

NOTE 4 — Acquisitions and Other Agreements

2018 Transactions

The following are the significant transactions that were completed in the three months ended March 31, 2018.

Repos Therapeutics, Inc.

On January 31, 2018, the Company completed the acquisition of Repos Therapeutics, Inc., which was accounted for as an asset acquisition and a net charge of \$33.2 million was expensed as a component of research and development (“R&D”) during the first quarter of 2018.

2017 Acquisitions with Purchase Accounting Finalized in 2018

ZELTIQ® Aesthetics, Inc.

On April 28, 2017 the Company acquired Zeltiq® Aesthetics, Inc. (“Zeltiq”) for an acquisition accounting purchase price of \$2,405.4 million (the “Zeltiq Acquisition”). Zeltiq was focused on developing and commercializing products utilizing its proprietary controlled-cooling technology platform (Coolsculpting®). The Zeltiq Acquisition combined Zeltiq’s body contouring business with the Company’s leading portfolio of medical aesthetics.

Assets Acquired and Liabilities Assumed at Fair Value

The Zeltiq Acquisition has been accounted for using the acquisition method of accounting. This method requires that assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date.

The following table summarizes the final fair values of the assets acquired and liabilities assumed at the acquisition date and reflects purchase accounting adjustments subsequent to the acquisition date (\$ in millions):

	Final Valuation as of March 31, 2018
Cash and cash equivalents	\$ 36.7
Accounts receivable	47.0
Inventories	59.3
Property, plant and equipment	12.4
Intangible assets	1,185.0
Goodwill	1,211.6
Other assets	17.1
Accounts payable and accrued expenses	(104.6)
Deferred revenue	(10.6)
Deferred taxes, net	(47.2)
Other liabilities	(1.3)
Net assets acquired	\$ 2,405.4

Inventories

The fair value of inventories acquired included an acquisition accounting fair market value step-up of \$22.9 million which was recognized as a component of cost of sales as the inventory acquired was sold to the Company's customers in the year ended December 31, 2017.

Deferred Tax Liabilities

Deferred tax liabilities result from identifiable intangible assets' fair value adjustments. These adjustments create excess book basis over tax basis which is tax-effected by the statutory tax rates of applicable jurisdictions.

NOTE 5 — Discontinued Operations

Global Generics Business

On July 27, 2015, the Company announced that it entered into a divestiture agreement for our global generics business and certain other assets to Teva Pharmaceutical Industries Ltd. (“Teva”) (the “Teva Transaction”), which closed on August 2, 2016. On October 3, 2016, the Company completed the divestiture of the Anda Distribution business to Teva for \$500.0 million. The Company recognized a combined gain on the sale of the Anda Distribution business and the sale of the global generics business of \$15,932.2 million.

In October 2016, pursuant to our agreement with Teva, Teva provided the Company with its proposed estimated adjustment to the closing date working capital balance. The Company disagreed with Teva’s proposed adjustment, and, pursuant to our agreement with Teva, each of the Company’s and Teva’s proposed adjustments were submitted to arbitration to determine the working capital amount in accordance with GAAP as applied by the Company consistent with past practice. Teva initially proposed an adjustment of approximately \$1.4 billion and subsequently submitted a revised adjustment of approximately \$1.5 billion to the arbitrator. In addition, on October 30, 2017, Teva submitted a Notice of Direct and Third Party Claims seeking indemnification for virtually all of the same items for which Teva sought a proposed adjustment in the working capital arbitration as well as several new items as to which no quantity of damages had been asserted.

On January 31, 2018, Allergan plc and Teva entered into a Settlement Agreement and Mutual Releases (the “Agreement”) pursuant to which the Company made a one-time payment of \$700.0 million to Teva; the Company and Teva jointly dismissed their working capital dispute arbitration, and the Company and Teva released all actual or potential indemnification and other claims under

the Master Purchase Agreement, dated July 26, 2015, by and between the Company and Teva, that were known as of the date of the Agreement. The Company recorded a pre-tax charge of \$466.0 million as a component of other (expense) / income, net from discontinued operations relating to the settlement in the year ended December 31, 2017. The one-time payment of \$700.0 million is shown in the Consolidated Statement of Cash Flows as both a cash outflow in investing activities of \$466.0 million and a cash outflow in financing cash flows of \$234.0 million, which was outstanding greater than one year.

NOTE 6 – Other (Expense) / Income

Other (expense) / income consisted of the following (\$ in millions):

	Three Months Ended March 31,	
	2018	2017
Teva Share Activity	\$(77.7)	\$(1,978.0)
Dividend income	-	34.1
Naurex recovery	-	20.0
Other (expense) / income, net	(1.1)	1.1
Other (expense) / income, net	\$(78.8)	\$(1,922.8)

Teva Share Activity

During the three months ended March 31, 2018, the Company recorded the following movements in its investment in Teva securities (defined herein as “Teva Share Activity”) (\$ in millions except per share information):

	Shares	Carrying Value per Share	Market Price	Proceeds Received	Value of Marketable Securities	Unrealized Gain / (Loss) as a Component of Other Comprehensive Income	Gain / (Loss) Recognized in Other	Income/(Expense), Net	Derivative Instrument (Liability)/ Asset	Retained Earnings
Teva securities as of										
December 31, 2017	95.9	\$ 17.60	\$ 18.95	n.a.	\$ 1,817.7	\$ 129.3	\$ -	\$ (62.9)	\$ -	
Impact of ASU No. 2016-01	-	-	-	-	-	(129.3)	-	-	-	129.3
Settlement of initial accelerated share repurchase ("ASR")	(25.0)	18.95	16.53 *	413.3	(473.8)	-	2.5	62.9	-	
Forward sale entered into during the three months ended March 31, 2018	**	n.a.	n.a.	372.3	n.a.	-	19.0	(353.3)	-	
Open market sales	(11.5)	n.a.	19.95	229.9	(218.5)	-	11.5	-	-	
Other fair value movements during the three months ended March 31, 2018	-	n.a.	n.a.	n.a.	(110.7)	-	(110.7)	-	-	
Teva securities as of	59.4	\$ 17.09	\$ 17.09	\$ 1,015.5	\$ 1,014.7	\$ -	\$ (77.7)	\$ (353.3)	\$ 129.3	

and for the
three months
ended

March 31, 2018

* Market price represents average price over the life of the contract. On the date of settlement of January 17, 2018, the closing stock price of Teva securities was \$21.48.

** On February 13, 2018, the Company entered into a forward sale transaction under which we delivered 25.0 million Teva shares to the transaction counterparty and received proceeds of \$372.3 million in exchange for the shares. The forward sale transaction is expected to settle during the second quarter of 2018; the final settlement value of the shares will be based on the volume weighted average price of the Teva shares plus a premium. As a result of the transaction, and in accordance with ASC Topic 860 - Transfers and Servicing, the marketable securities continue to be reported on the Company's books until the contract settles. The Company recorded the cash proceeds as a secured liability as well as a \$19.0 million marked-to-market value of the bifurcated derivative component of the agreement in prepaid expenses and other current assets.

During the three months ended March 31, 2017, the Company recorded the following movements in its investment in Teva securities (\$ in millions except per share information):

	Carrying Value per Share	Market Price	Discount	Securities	Movement in the Value of Marketable Income	Unrealized Gain / (Loss) as a Component of Other Comprehensive Income	Gain / (Loss) Recognized in Other Income/ (Expense), Net
Teva securities as of December 31, 2016	100.3	\$ 53.39	\$ 36.25	5.4 %	\$ 3,439.2	\$ (1,599.4)	\$ -
Other-than-temporary impairment recognized at							
March 31, 2017	100.3	32.09	32.09	4.9 %	(378.6)	1,599.4	(1,978.0)
Teva securities as of and for the three months ended March 31, 2017	100.3	\$ 32.09	\$ 32.09	4.9 %	\$ 3,060.6	\$ -	\$ (1,978.0)

The Teva stock price was discounted due to the lack of marketability.

The Company will continue to sell shares of Teva on the open market from time to time.

Dividend income

During the three months ended March 31, 2017, the Company received dividend income of \$34.1 million on the 100.3 million Teva ordinary shares acquired as a result of the Teva Transaction. On February 8, 2018, Teva suspended all dividends on ordinary shares.

Naurex Recovery

On August 28, 2015, the Company acquired certain products in early stage development of Naurex, Inc. (“Naurex”) in an all-cash transaction, which was accounted for as an asset acquisition (the “Naurex Transaction”). The Company received a purchase price reduction of \$20.0 million in the three months ended March 31, 2017 based on the settlement of an open contract dispute.

NOTE 7 — Share-Based Compensation

The Company recognizes compensation expense for all share-based compensation awards made to employees and directors based on the fair value of the awards on the date of grant.

The Company grants awards with the following features:

- Time-based restricted stock and restricted stock unit awards (including, in certain foreign jurisdictions, cash-settled restricted stock unit awards, which are recorded as a liability);
- Performance-based restricted stock unit awards measured against performance-based targets defined by the Company, including, but not limited to, total shareholder return metrics and R&D milestones, as defined by the Company; and
- Non-qualified options to purchase outstanding shares.

The Company recognizes share-based compensation expense for the granted awards over the applicable vesting period.

Cash-settled performance-based awards recorded as a liability. These cash-settled performance-based awards are measured against pre-established total shareholder returns metrics.

Fair Value Assumptions

All restricted stock and restricted stock units (whether time-based or performance-based) are granted and expensed using the fair value per share on the applicable grant date, over the applicable vesting period. Non-qualified options to purchase ordinary shares are granted to employees at exercise prices per share equal to the closing market price per share on the date of grant. The fair value of non-qualified options is determined on the applicable grant dates using the Black-Scholes method of valuation and that amount is recognized as an expense over the vesting period. Using the Black-Scholes valuation model, the fair value of options is based on the following assumptions:

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	2018	2017
	Grants	Grants
Dividend yield	1.9%	1.2%
Expected volatility	27.0%	27.0%
Risk-free interest rate	2.7 - 2.8%	2.0 - 2.3%
Expected term (years)	7.0	7.0

Share-Based Compensation Expense

Share-based compensation expense recognized in the Company's results of operations for the three months ended March 31, 2018 and 2017 was as follows (\$ in millions):

	Three Months Ended March 31,	
	2018	2017
Equity-based compensation awards	\$72.5	\$62.7
Total share-based compensation expense	\$72.5	\$62.7

Included in the share-based compensation awards for the three months ended March 31, 2018 and 2017 is the impact of accelerations and step-ups relating to the acquisition accounting treatment of outstanding awards acquired in the Zeltiq, Allergan, Inc. (“Legacy Allergan”), and Forest Laboratories, Inc. (“Forest”) acquisitions as follows (\$ in millions):

	Three Months Ended March 31, 2018 2017	
Zeltiq acquisition	\$4.1	\$-
Allergan acquisition	5.7	17.4
Forest acquisition	-	4.6
Total	\$9.8	\$22.0

Unrecognized future share-based compensation expense was \$286.8 million as of March 31, 2018, including \$21.5 million from the Zeltiq acquisition and \$17.1 million from the Allergan acquisition. This amount will be recognized as an expense over a remaining weighted average period of 2.0 years. Share-based compensation is being amortized and charged to operations over the same period as the restrictions are eliminated for the participants, which is generally on a straight-line basis.

Share Activity

The following is a summary of equity award activity for unvested restricted stock and stock units in the period from December 31, 2017 through March 31, 2018 (in millions, except per share data):

	Shares	Weighted Average Fair Value	Weighted Average Term (Years)	Remaining Contractual Grant Date	Aggregate Grant Date Fair Value
Restricted shares / units outstanding at December 31, 2017	2.0	\$237.72	1.8		\$484.1
Granted	1.3	147.08			185.5
Vested	(0.4)	(242.38)			(105.2)
Forfeited	(0.1)	(215.37)			(25.9)
Restricted shares / units outstanding at March 31, 2018	2.8	\$196.29	2.2		\$538.5

The following is a summary of equity award activity for non-qualified options to purchase ordinary shares in the period from December 31, 2017 through March 31, 2018 (in millions, except per share data):

	Options	Price	Weighted Average Remaining Contractual Term (Years)	Weighted Average Exercise Price	Aggregate Intrinsic Value
Outstanding, December 31, 2017	7.3	\$ 120.94	5.2		\$ 312.7
Granted	0.2	150.69			
Exercised	(0.3)	99.23			
Cancelled	(0.1)	242.00			
Outstanding, vested and expected to vest at March 31, 2018	7.1	\$ 122.02	5.0		\$ 330.3

NOTE 8 — Reportable Segments

The Company's businesses are organized into the following segments: US Specialized Therapeutics, US General Medicine and International. In addition, certain revenues and shared costs, and the results of corporate initiatives, are managed outside of the three segments.

The operating segments are organized as follows:

• The US Specialized Therapeutics segment includes sales and expenses relating to branded products within the U.S., including Medical Aesthetics, Medical Dermatology, Eye Care and Neuroscience and Urology therapeutic products.
• The US General Medicine segment includes sales and expenses relating to branded products within the U.S. that do not fall into the US Specialized Therapeutics business units, including Central Nervous System, Gastrointestinal, Women's Health, Anti-Infectives and Diversified Brands.

- The International segment includes sales and expenses relating to products sold outside the U.S.

The Company evaluates segment performance based on segment contribution. Segment contribution for our segments represents net revenues less cost of sales (defined below), selling and marketing expenses, and select general and administrative expenses. The Company does not evaluate the following items at the segment level:

• Revenues and operating expenses within cost of sales, selling and marketing expenses, and general and administrative expenses that result from the impact of corporate initiatives. Corporate initiatives primarily include integration, restructuring, acquisition and other shared costs.

• General and administrative expenses that result from shared infrastructure, including certain expenses located within the United States.

• Total assets including capital expenditures.

• Other select revenues and operating expenses including R&D expenses, amortization, In-process Research and Development ("IPR&D") impairments and asset sales and impairments, net as not all such information has been accounted for at the segment level, or such information has not been used by all segments.

The Company defines segment net revenues as product sales and other revenue derived from branded products or licensing agreements.

Cost of sales within segment contribution includes standard production and packaging costs for the products we manufacture, third party acquisition costs for products manufactured by others, profit-sharing or royalty payments for products sold pursuant to licensing agreements and finished goods inventory reserve charges. Cost of sales within segment contribution excludes non-standard production costs, such as non-finished goods inventory obsolescence charges, manufacturing variances and excess capacity utilization charges, where applicable. Cost of sales does not include amortization or impairment costs for acquired product rights or other acquired intangibles.

Selling and marketing expenses consist mainly of personnel-related costs, product promotion costs, distribution costs, professional service costs, insurance, depreciation and travel costs.

General and administrative expenses consist mainly of personnel-related costs, facilities costs, transaction costs, insurance, depreciation, litigation costs and professional services costs which are general in nature and attributable to the segment.

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- (1) Excludes amortization and impairment of acquired intangibles including product rights, as well as indirect cost of sales not attributable to segment results.
- (2) Corporate includes net revenues of \$7.8 million.

The following table presents our net revenue disaggregated by geography for our international segment for the three months ended March 31, 2018 and 2017 (\$in millions):

	Three Months Ended March 31,	
	2018	2017
Europe	\$398.4	\$326.6
Asia Pacific, Middle East and Africa	240.8	212.1
Latin America and Canada	212.1	182.8
Other*	12.7	15.8
Total International	\$864.0	\$737.3

*Includes royalty and other revenue

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Namenda® IR	-	0.1	-	0.1
Other	69.2	163.4	90.5	323.1
Total segment revenues	\$1,578.6	\$ 1,223.7	\$ 864.0	\$3,666.3
Corporate revenues				5.8
Total net revenues				\$3,672.1

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Unless included above, no product represents ten percent or more of total net revenues.

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Current portion of contingent consideration obligations	58.2	56.2
Contractual commitments (including amounts due to Teva)	5.2	705.4
Dividends payable	1.4	24.6
Other accrued expenses	468.7	487.2
Total accrued expenses	\$ 4,767.9	\$ 5,216.9
Accounts payable	304.4	324.5
Total accounts payable and accrued expenses	\$ 5,072.3	\$ 5,541.4

NOTE 11 — Goodwill, Product Rights and Other Intangible Assets

Goodwill for the Company's reporting segments consisted of the following (\$ in millions):

	US Specialized		US General	
	Therapeutics	Medicine	International	Total
Balance as of December 31, 2017	\$ 20,859.6	\$ 21,399.7	\$ 7,603.6	\$ 49,862.9
Foreign exchange and other adjustments	-	-	196.6	196.6
Balance as of March 31, 2018	\$ 20,859.6	\$ 21,399.7	\$ 7,800.2	\$ 50,059.5

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As of March 31, 2018 and December 31, 2017, the gross balance of goodwill, pre-impairments, was \$50,076.8 million and \$49,880.2 million, respectively.

Product rights and other intangible assets consisted of the following (\$ in millions):

Cost Basis	Balance as of December 31, 2017	Impairments	Foreign Currency Translation	Balance as of March 31, 2018
Intangibles with definite lives:				
Product rights and other				
intangibles	\$ 73,892.5	\$ -	\$ 174.9	\$74,067.4
Trade name	690.0	-	-	690.0
Total definite-lived				
intangible assets	\$ 74,582.5	\$ -	\$ 174.9	\$74,757.4
Intangibles with indefinite lives:				
IPR&D	\$ 5,874.1	\$ (522.0)	\$ -	\$5,352.1
Total indefinite-lived				
intangible assets	\$ 5,874.1	\$ (522.0)	\$ -	\$5,352.1
Total product rights				
and other intangibles	\$ 80,456.6	\$ (522.0)	\$ 174.9	\$ 80,109.5

Accumulated Amortization	Balance as of December 31, 2017	Amortization	Foreign Currency Translation	Balance as of March 31, 2018
Intangibles with definite lives:				
Product rights and other				
intangibles	\$ (25,593.6)	\$ (1,678.1)	\$ (37.1)	\$ (27,308.8)
Trade name	(214.7)	(19.5)	-	(234.2)
Total definite-lived intangible				
assets	\$ (25,808.3)	\$ (1,697.6)	\$ (37.1)	\$ (27,543.0)
Total product rights and	\$ (25,808.3)	\$ (1,697.6)	\$ (37.1)	\$ (27,543.0)

other intangibles		
Net Product Rights and Other		
Intangibles	\$ 54,648.3	\$52,566.5

In the three months ended March 31, 2018, the Company impaired its RORyt IPR&D project obtained as part of the Vitae acquisition by \$522.0 million as a result of negative clinical data related to the oral Psoriasis indication received in March 2018.

Assuming no additions, disposals or adjustments are made to the carrying values and/or useful lives of the intangible assets, annual amortization expense on product rights and other related intangibles as of March 31, 2018 over the remainder of 2018 and each of the next five years is estimated to be as follows (\$ in millions):

	Amortization
	Expense
2018 remaining	\$ 4,784.6
2019	\$ 6,087.2
2020	\$ 5,767.5
2021	\$ 4,830.1
2022	\$ 4,461.8
2023	\$ 4,039.1

The above amortization expense is an estimate. Actual amounts may change from such estimated amounts due to fluctuations in foreign currency exchange rates, additional intangible asset acquisitions, finalization of preliminary fair value estimates, potential impairments, accelerated amortization or other events. In addition, the Company has certain currently marketed products for which operating contribution performance has been below that which was originally assumed in the products' initial valuations and IPR&D projects which are subject to delays in timing or other events which may negatively impact the asset's value. The Company, on a quarterly basis, monitors the related intangible assets for these products for potential impairments. It is reasonably possible that impairments may occur in future periods, which may have a material adverse effect on the Company's results of operations and financial position.

Companies are required to use a fair value hierarchy as defined in ASC Topic 820 “Fair Value Measurement,” (“ASC 820”) which maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value (“Fair Value Leveling”). There are three levels of inputs used to measure fair value with Level 1 having the highest priority and Level 3 having the lowest:

Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs that are supported by little or no market activity. The Level 3 assets are those whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques with significant unobservable inputs, as well as instruments for which the determination of fair value requires significant judgment or estimation.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants.

The following represents the significant activity during the three months ended March 31, 2018 to the Company’s total indebtedness:

•The Company borrowed \$700.0 million, and subsequently repaid \$200.0 million, under its revolving credit facility to fund, in part, the repurchase of the Company’s ordinary shares. The Company repaid an additional \$130.0 million of the revolving credit facility on April 27, 2018;

•The Company repaid scheduled maturities on senior notes of \$3,750.0 million; and

•The Company prepaid \$372.0 million of indebtedness under the Company’s margin loan.

Annual Debt Maturities

As of March 31, 2018, annual debt maturities were as follows (\$ in millions):

Total
Payments

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2018 remaining	\$-
2019	1,362.7
2020	4,650.0
2021	2,574.3
2022	4,700.0
2023	350.0
2024 and after	12,397.2
Total senior notes gross	\$26,034.2
Capital leases	13.2
Debt issuance costs	(115.2)
Other short-term borrowings	626.6
Unamortized premium	82.7
Unamortized discount	(78.9)
Total Indebtedness	\$26,562.6

Amounts represent total anticipated cash payments assuming scheduled repayments.

Corporate tax rates applicable to our deferred tax liabilities and \$1,260.0 million related to the net reversal of prior amounts accrued for taxes on unremitted earnings of certain subsidiaries. The accounting for these amounts will be finalized during the measurement period upon the completion of the 2017 tax returns. The Company also recorded a provisional income tax expense of \$728.1 million related to the tax on the deemed repatriation of deferred foreign earnings (“toll charge”) which is payable over eight years. The final toll charge is dependent on amounts that cannot be determined until the 2018 financial results of certain non-U.S. subsidiaries are completed.

The provisional estimates related to the TCJA recorded in the 2017 consolidated financial statements were based on all available information and the Company’s initial analysis and current interpretation of the legislation under the TCJA as of the time of the filing of the Company’s Form 10-K. These estimates represented amounts for which our accounting was incomplete but a reasonable estimate could be determined. Given the complexity of the TCJA, anticipated guidance from the U.S. Treasury and Internal Revenue Service (“IRS”) and the potential for additional guidance from the Securities and Exchange Commission (“SEC”) or the FASB, our accounting continues to be incomplete and therefore the Company has not recorded any adjustments to these provisional estimates in the March 31, 2018 consolidated financial statements. Guidance from the SEC provides for a measurement period of up to one year from the enactment date of the TCJA for which adjustments to provisional amounts may be recorded as a component of tax expense or benefit in the period the adjustment is determined.

Due to the complexity of the new GILTI tax rules, we continue to evaluate this provision of the TCJA and the application of ASC-740 and are considering if deferred tax amounts should be recorded. Our accounting policies depend, in part, on analyzing our global income to determine whether we expect material tax liabilities resulting from the application of this provision and, if so, whether and when to record related current and deferred income taxes and whether such amounts can be reasonably estimated. Anticipated further guidance from the IRS may also clarify the manner in which the GILTI tax is computed. For these reasons, we are continuing to provisionally treat the GILTI tax as a period cost and have not made a final policy election on whether to record deferred taxes for this provision.

Tax Audits

The Company conducts business globally and, as a result, it files U.S. federal, state and foreign tax returns. The Company strives to resolve open matters with each tax authority at the examination level and could reach agreement with a tax authority at any time. While the Company has accrued for amounts it believes are in accordance with the accounting standard, the final outcome with a tax authority may result in a tax liability that is more or less than that reflected in the consolidated financial statements. Furthermore, the Company may later decide to challenge any assessments, if made, and may exercise its right to appeal. The uncertain tax positions are reviewed quarterly and adjusted as events occur that affect potential liabilities for additional taxes, such as lapsing of applicable statutes of limitations, proposed assessments by tax authorities, negotiations with tax authorities, identification of new issues and issuance of new legislation, regulations or case law.

The Company has several concurrent audits open and pending with the IRS as set forth below:

IRS Audits	Taxable Years
Allergan W.C. Holding Inc. f/k/a Actavis W.C. Holding Inc.	2013, 2014, 2015 and 2016
Warner Chilcott Corporation	2010, 2011, 2012 and 2013
Forest Laboratories, Inc.	2010, 2011, 2012, 2013 and 2014
Allergan, Inc.	2009, 2010, 2011, 2012, 2013, 2014 and 3/7/2015
LifeCell Corporation	2014

NOTE 15 — Shareholders' Equity

A summary of the changes in shareholders' equity for the three months ended March 31, 2018 consisted of the following (\$ in millions):

	Allergan plc
Shareholders' equity as of December 31, 2017	\$73,821.1
Net (loss) attributable to shareholders	(286.1)
Other comprehensive income, net of tax	183.8
Share-based compensation	72.5
Ordinary shares issued under employee stock plans	35.5
Implementation of new accounting pronouncements (Refer to Note 3)	361.7

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Dividends declared	(296.3)
Repurchase of ordinary shares under the share repurchase programs	(1,540.0)
Repurchase of ordinary shares	(24.3)
Shareholders' equity as of March 31, 2018	\$72,327.9

Warner Chilcott

	Limited
Members' equity as of December 31, 2017	\$ 81,266.2
Net (loss) attributable to members	(231.3)
Other comprehensive income, net of tax	183.8
Implementation of new accounting pronouncements (Refer to Note 3)	361.7
Dividends to Parents	(1,859.5)
Members' equity as of March, 2018	\$ 79,720.9

Share Repurchase Program

On September 25, 2017, the Company's Board of Directors approved a \$2.0 billion share repurchase program. As of March 31, 2018, the Company has repurchased 12.2 million shares under the program. As of March 31, 2018, the Company may still repurchase up to \$10.0 million under the program.

Preferred Shares

In the three months ended March 31, 2018 and 2017, the Company paid \$69.6 million of dividends on preferred shares. Each preferred share automatically converted to ordinary shares on March 1, 2018, or 17,876,930 ordinary shares.

NOTE 16 — Hedging Activities

The Company's revenue, earnings, cash flows and fair value of its assets and liabilities can be impacted by fluctuations in foreign exchange risks and interest rates, as applicable. The Company manages the impact of foreign exchange risk and interest rate movements through operational means and through the use of various financial instruments, including derivative instruments such as foreign currency derivatives. We do not use derivative instruments for trading or speculative purposes. As of March 31, 2018 and December 31, 2017, there were no material outstanding third-party foreign currency instruments.

Internationally, the Company is a net recipient of currencies other than the U.S. dollar and, as such, benefits from a weaker dollar and is adversely affected by a stronger dollar relative to major currencies worldwide. Accordingly, changes in exchange rates, and in particular a strengthening of the U.S. dollar, may negatively affect the Company's consolidated revenues and favorably impact operating expenses in U.S. dollars.

Net Investment Hedge

In the normal course of business, we manage certain foreign exchange risks through a variety of strategies, including hedging. Our hedging strategies include the use of net investment hedges. For net investment hedges, the effective portion of the gains and losses on the instruments arising from the effects of foreign exchange are recorded in the currency translation adjustment component of accumulated other comprehensive income / (loss), consistent with the underlying hedged item. Hedging transactions are limited to an underlying exposure. As a result, any change in the value of our hedging instruments would be substantially offset by an opposite change in the value of the underlying hedged items.

The Company is exposed to foreign exchange risk in its international operations from foreign currency purchases, net investments in foreign subsidiaries, and foreign currency assets and liabilities created in the normal course of business, including the Euro Denominated Notes. In the three months ended March 31, 2018, we used effective net investment hedges to partially offset the effects of foreign currency on our investments in certain of our foreign subsidiaries. The total notional amount of our instruments designated as net investment hedges was \$3.7 billion as of March 31, 2018 and \$3.6 billion as of December 31, 2017. During the three months ended March 31, 2018, the impact of the net investment hedges on other comprehensive income was a loss of \$95.1 million, which offset the impact of the Euro denominated notes.

NOTE 17 — Fair Value Measurement

Assets and liabilities are measured at fair value using Fair Value Leveling or that are disclosed at fair value on a recurring basis as of March 31, 2018 and December 31, 2017 consisted of the following (\$ in millions):

	Fair Value Measurements as of March 31, 2018 Using:			
	Total	Level 1	Level 2	Level 3
Assets:				
Cash equivalents*	\$540.4	\$540.4	\$-	\$-
Short-term investments	22.7	-	22.7	-
Deferred executive compensation investments	107.3	88.7	18.6	-
Investment in Teva ordinary shares	1,014.7	1,014.7	-	-
Investments and other	66.0	66.0	-	-
Total assets	\$1,751.1	\$1,709.8	\$41.3	\$-
Liabilities:				
Deferred executive compensation liabilities	\$107.3	\$88.7	\$18.6	\$-
Contingent consideration obligations	472.9	-	-	472.9
Total liabilities	\$580.2	\$88.7	\$18.6	\$472.9

* Marketable securities with less than 90 days remaining until maturity at the time of acquisition are classified as cash equivalents.

	Fair Value Measurements as of December 31, 2017 Using:			
	Total	Level 1	Level 2	Level 3
Assets:				
Cash equivalents*	\$1,328.1	\$1,328.1	\$-	\$-
Short-term investments	2,814.4	-	2,814.4	-
Deferred executive compensation investments	112.4	92.9	19.5	-
Investment in Teva ordinary shares	1,817.7	1,817.7	-	-
Investments and other	72.3	72.3	-	-
Total assets	\$6,144.9	\$3,311.0	\$2,833.9	\$-
Liabilities:				
Deferred executive compensation liabilities	\$113.8	\$94.3	\$19.5	\$-
Contingent consideration obligations	476.9	-	-	476.9
Total liabilities	\$590.7	\$94.3	\$19.5	\$476.9

* Marketable securities with less than 90 days remaining until maturity at the time of acquisition are classified as cash equivalents.

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Investments in securities as of March 31, 2018 and December 31, 2017 included the following (\$ in millions):

	Investments in Securities as of March 31, 2018:			
	Carrying	Estimated	Cash &	Marketable
Level 1	amount	fair value	cash	securities
Money market funds	\$540.4	\$ 540.4	\$ 540.4	\$ -
Investment in Teva ordinary shares	1,014.7	1,014.7	-	1,014.7
Total	\$1,555.1	\$ 1,555.1	\$ 540.4	\$ 1,014.7

	Carrying	Estimated	Cash &	Marketable
Level 2	amount	fair value	cash	securities
Other investments	\$22.7	\$ 22.7	\$ -	\$ 22.7
Total	\$22.7	\$ 22.7	\$ -	\$ 22.7

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three months ended March 31, 2018 and 2017 (\$ in millions):

	Balance as of December 31, 2017	Net transfers in to (out of) Level 3	Purchases, settlements, and other net	Net accretion and fair value adjustments	Balance as of March 31, 2018
Liabilities:					
Contingent consideration obligations	\$ 476.9	\$ -	\$ (9.3)	\$ 5.3	\$ 472.9

	Balance as of December 31, 2016	Net transfers in to (out of) Level 3	Purchases, settlements, and other net	Net accretion and fair value adjustments	Balance as of March 31, 2017
Liabilities:					
Contingent consideration obligations	\$ 1,172.1	\$ -	\$ (111.8)	\$ 30.7	\$ 1,091.0

During the three months ended March 31, 2018 and 2017, the Company recognized restructuring charges of \$17.9 million and \$21.9 million, respectively. In December 2017, the Company approved a new restructuring program intended to optimize and restructure its operations, while reducing costs and global headcount in anticipation of loss of exclusivity of several key revenue-generating products in 2018. In the three months ended March 31, 2018, the Company recorded severance and other employee related charges of \$14.6 million, which includes \$8.2 million of share based compensation related to this program. The Company expects that the majority of the severance costs will be paid during the 2018 fiscal year.

NOTE 19 — Commitments & Contingencies

The Company and its affiliates are involved in various disputes, governmental and/or regulatory inspections, inquiries, investigations and proceedings, and litigation matters that arise from time to time in the ordinary course of business. The process of resolving matters through litigation or other means is inherently uncertain and it is possible that an unfavorable resolution of these matters will adversely affect the Company, its results of operations, financial condition and cash flows. The Company's general practice is to expense legal fees as services are rendered in connection with legal matters, and to accrue for liabilities when losses are probable and reasonably estimable.

The Company evaluates, on a quarterly basis, developments in legal proceedings and other matters that could cause an increase or decrease in the amount of the liability that is accrued. As of March 31, 2018, the Company's consolidated balance sheet includes accrued loss contingencies of approximately \$65.0 million. As of December 31, 2017, the Company's consolidated balance sheet includes accrued loss contingencies of approximately \$55.0 million.

court granted plaintiffs' motion for preliminary approval of class action settlement and set a final fairness hearing for August 24, 2018.

Loestrin[®] 24 Litigation. On April 5, 2013, two putative class actions were filed on behalf of putative classes of end-payors in the federal district court against Warner Chilcott and certain affiliates alleging that Warner Chilcott's 2009 patent lawsuit settlements with Watson Laboratories and Lupin related to Loestrin[®] 24 Fe were unlawful. The complaints generally allege that Watson and Lupin improperly delayed launching generic versions of Loestrin[®] 24 in exchange for substantial payments from Warner Chilcott in violation of federal and state antitrust and consumer protection laws. The complaints each seek declaratory and injunctive relief and damages. Additional complaints making the same types of allegations have been filed by different plaintiffs, including a class of direct payors and by direct purchasers in their individual capacities. All the cases have been consolidated in the federal court for the District of Rhode Island. On September 4, 2014, the court granted the defendants' motion to dismiss the complaint though the dismissal was later vacated by the First Circuit Court of Appeals and the case was remanded to the district court. The district court denied the defendants' second motion to dismiss. The parties are currently engaged in discovery.

On June 6, 2014, a separate antitrust class action complaint was filed in the federal district court in Delaware against the same defendants as in the Apotex case. The complaint alleges that defendants unlawfully excluded or delayed generic competition in the gatifloxacin ophthalmic formulations market (generic versions of ZYMAR[®] and ZYMAXID[®]). On October 18, 2017, the parties reached a tentative settlement. On February 27, 2018, the court granted plaintiffs' motion for preliminary approval of class settlement.

Commercial Litigation

Celexa[®]/Lexapro[®] Class Actions. Forest and certain of its affiliates were named as defendants in multiple federal court actions relating to the promotion of Celexa[®] and/or Lexapro[®] all of which were consolidated in the Celexa[®]/Lexapro[®] MDL proceeding in the federal district court in Massachusetts. On November 13, 2013, an action was filed in federal court in Minnesota which sought to certify a nationwide class of third-party payor entities that purchased Celexa[®] and Lexapro[®] for pediatric use. The complaint asserts claims under the federal Racketeer Influenced and Corrupt Organizations ("RICO") Act, alleging that Forest engaged in an off-label marketing scheme and paid illegal kickbacks to physicians to induce prescriptions of Celexa[®] and Lexapro[®]. A motion for class certification was filed in February 2016, and denied on June 2, 2016. On February 16, 2018, the Court entered summary judgment in favor of the Company dismissing all of Plaintiff's claims. Plaintiff filed a Notice of Appeal of the summary judgment order and the order denying class certification.

the opt-out notice requirement for all faxes sent with express consent. The litigation plaintiffs appealed the final order to the Court of Appeals for the District of Columbia and on March 31, 2017, the Court of Appeals issued a decision which held that the FCC regulation at issue was not properly promulgated under the TCPA. Plaintiffs' petition for certiorari was denied by the United States Supreme Court.

Prescription Opioid Drug Abuse Litigation. The Company has been named as a defendant in approximately 470 matters relating to the promotion and sale of prescription opioid pain relievers and additional suits may be filed.

On May 21, 2014, the California counties Santa Clara and Orange filed a lawsuit in California state court on behalf of the State of California against several pharmaceutical manufacturers. Plaintiffs named Actavis plc (now known as Allergan plc) in the suit. The California complaint alleges that the manufacturer defendants engaged in a deceptive campaign to promote their products in violation of state laws. On July 6, 2017, Santa Clara and Orange Counties filed a fourth amended complaint. On March 23, 2018, the court set a trial date of June 18, 2019.

Company's motion. Defendants filed an answer to the complaint and the parties are now engaged in discovery. The company filed a motion for summary judgment on April 4, 2018.

Zeltiq Shareholder Litigation. On March 14, 2017, a putative shareholder class action lawsuit was filed against Zeltiq Aesthetics, Inc. ("Zeltiq") and various directors as well as Allergan entities in Delaware federal court. A similar complaint was filed in California federal court, though Allergan was not named in the California matter. Plaintiffs allege that the proxy statement filed in connection with the Company's acquisition of Zeltiq Aesthetics, Inc. misrepresented material information that prevented Zeltiq's shareholders from making a fully informed decision on the proposed sale to Allergan, including failure to disclose GAAP reconciliation of Zeltiq's non-GAAP projections. Zeltiq filed an amendment to its Definitive Proxy Statement on April 11, 2017, which includes supplemental disclosures that address plaintiffs' claims. The parties reached an agreement to settle this dispute and plaintiffs voluntarily dismissed their complaints.

reversing the district court's claim construction, vacating the district court's infringement finding, and remanding for further proceedings. On April 23, 2018, the Federal Court denied Aptalis and Ivax's combined petition for panel rehearing or rehearing en banc.

On September 29, 2016, Adare Pharmaceuticals, Inc., and Ivax filed suit in U.S. District Court for the District of Delaware against Apotex asserting that Apotex's generic product will infringe U.S. Patent No. 9,399,025 (the "'025 patent"). (The '025 patent expires in November 2023.). On March 17, 2017, the district court granted the parties' joint stipulation to stay the action concerning the '025 patent.

Bystolic®. On January 19, 2018, Allergan Sales, LLC, Allergan USA, Inc., and Forest Laboratories Holdings, Ltd. (collectively, "Allergan") brought an action for infringement of U.S. Patent No. 6,545,040 in the United States District Court for the District of Delaware against Aurobindo Pharma USA, Inc. and Aurobindo Pharma Ltd. (collectively, "Aurobindo"). Aurobindo had notified Forest Laboratories, LLC (which later merged with and into Allergan Sales, LLC, with Allergan Sales, LLC as the surviving entity) that Aurobindo had filed an ANDA with FDA seeking to obtain approval to market generic versions of Bystolic® 2.5 mg, 5 mg, 10 mg, and 20 mg nebivolol hydrochloride tablet products before the '040 Patent expires in December 17, 2021. This lawsuit triggered an automatic stay of approval of Aurobindo's ANDA that expires no earlier than June 2020 (unless there is a final court decision adverse to Plaintiffs sooner). No trial date or case schedule has been set.

Delzicol[®]. On August 28, 2015, Warner Chilcott Company, LLC, Warner Chilcott (US), LLC, and Qualicaps Co., Ltd. (collectively, “Plaintiffs”) brought an action for infringement of U.S. Patent No. 6,649,180 (the “‘180 patent”) in the United States District Court for the Eastern District of Texas against Teva Pharmaceuticals USA, Inc. and Teva Pharmaceutical Industries Ltd. (collectively, “Teva”). Teva notified Plaintiffs that it has filed an ANDA with the FDA seeking to obtain approval to market generic versions of Delzicol[®] before the ‘180 patent expires in April 2020. On November 9, 2015, Plaintiffs also brought an action for infringement of ‘180 patent in the United States District Court for the Eastern District of Texas against Mylan Pharmaceuticals, Inc., Mylan Laboratories Limited and Mylan, Inc. (collectively, “Mylan”). Mylan notified Plaintiffs that it has filed an ANDA with the FDA seeking to obtain approval to market generic versions of Delzicol[®] before the ‘180 patent expires in April 2020. In March 2016, the court entered an order consolidating the Mylan litigation (C.A. 2:15-cv-01740) with the Teva litigation (C.A. 2:15-cv-01471) matter as the lead case.

On April 1, 2016, Warner Chilcott Company, LLC, Warner Chilcott (US), LLC, Allergan Pharmaceuticals International Ltd., Allergan USA, LLC and Qualicaps Co., Ltd. (collectively, “Plaintiffs”) brought an action for infringement of the ‘180 patent in the United States District Court for the Eastern District of Texas against Zydus International Pvt. Ltd., Zydus Pharmaceuticals (USA) Inc. and Cadila Healthcare Ltd. (collectively, “Zydus”). Zydus notified the Company that it has filed an ANDA with the FDA seeking to obtain approval to market generic versions of Delzicol[®] before the ‘180 patent expires. On November 28, 2016, Plaintiffs entered into a settlement agreement with Zydus. Under the terms of the settlement agreement, Zydus may launch its generic version of Delzicol[®] on March 1, 2020, or earlier under certain circumstances.

Juvéderm® XC IPRs. On August 2, 2017, Teoxane S.A. (“Teoxane”) filed a petition for Inter Partes Review (Trial number IPR2017-01906) with the USPTO regarding U.S. Patent No. 8,357,795, which was accorded a filing date of September 13, 2017. And on August 24, 2017, Teoxane filed a petition for Inter Partes Review (Trial Number IPR2017-02002) with the USPTO regarding U.S. Patent Number 8,450,475, which was accorded a filing date of September 13, 2017. On December 13, 2017, Allergan filed Patent Owner Preliminary Responses. On January 9, 2018, the USPTO granted Teoxane’s opposed request to file a reply brief and Allergan’s request to file a sur-reply brief. Teoxane filed its reply on January 15, 2018, and Allergan filed its sur-reply on January 22, 2018. On March 9, 2018, the USPTO denied institution of both Teoxane IPRs.

Lastacaft®. In July 2017, the Company and Vistakon Pharmaceuticals, LLC received a Paragraph IV certification notice letter from Aurobindo Pharma USA Inc. (“Aurobindo”) indicating that it had submitted to FDA an ANDA seeking approval to manufacture and sell a generic version of LASTACAFT® (“LASTACAFT”) before the expiration of U.S. Patent No. 8,664,215 (the “‘215 Patent”) listed in the Orange Book. The ‘215 Patent expires December 2027. Aurobindo claims that the patent listed in its notice letter is invalid, unenforceable and/or would not be infringed. On September 8, 2017, Allergan, Inc. and Vistakon Pharmaceuticals, LLC

sell generics version of LINZESS® 145 mcg and 290 mcg capsules (“LINZESS”) before the expiration of some or all of the nine patents then listed in the Orange Book, including U.S. Patent Nos. 7,304,036 (the “‘036 Patent”); 7,371,727 (the “‘727 Patent”); 7,704,947 (the “‘947 Patent”); 7,745,409 (the “‘409 Patent”); 8,080,526 (the “‘526 Patent”); 8,110,553 (the “‘553 Patent”); 8,748,573 (the “‘573 Patent”); 8,802,628 (the “‘628 Patent”); and 8,933,030 (the “‘030 Patent”). (The ‘727, ‘947, ‘409, ‘526 and ‘553 Patents expire in January 2024; the ‘036 Patent expires in August 2026; and the ‘573, ‘628 and ‘030 Patents expire in 2031.) Teva, Aurobindo Pharma Ltd., Mylan and Sandoz claim that the patents discussed in their respective notice letters are invalid, unenforceable and/or would not be infringed. On November 30, 2016, Forest Laboratories, LLC (which later merged with and into Allergan Sales, LLC, with Allergan Sales, LLC as the surviving entity), Forest Laboratories Holdings, Ltd., Allergan USA, Inc. and Ironwood Pharmaceuticals, Inc. (collectively, “Plaintiffs”), brought an action for infringement of some or all of the ‘036, ‘727, ‘947, ‘409, ‘526, ‘553, ‘573, ‘628 and ‘030 Patents in the U.S. District Court for the District of Delaware against Aurobindo Pharma Ltd., Aurobindo Pharma USA, Inc. (collectively, “Aurobindo”), Teva, Mylan and Sandoz. This lawsuit triggered an automatic stay of approval of the applicable ANDAs that expires no earlier than February 2020 (unless there is a final court decision adverse to Plaintiffs sooner). Trial is scheduled for June 2019. On July 13, 2017, Mylan filed a motion to dismiss for improper venue. That motion is currently pending.

2015, Forest entered into a settlement agreement with Ranbaxy. On May 15, 2015, the Patent Trial and Appeal Board granted Adamas and Ranbaxy's joint motion to terminate the case. On October 17, 2014, Forest and Actavis Laboratories FL, Inc. (f/k/a Watson Laboratories, Inc. - Florida) filed a stipulation dismissing their respective claims without prejudice. On November 3, 2014, Plaintiffs entered into a settlement agreement with Wockhardt. Under the terms of the settlement agreement, and subject to review of the settlement terms by the U.S. Federal Trade Commission, Plaintiffs will provide a license to Wockhardt that will permit it to launch its generic version of Namenda XR[®] as of the date that is the later of (a) two (2) calendar months prior to the expiration date of the last to expire of the '703 patent, the '209 patent, the '708 patent, the '379 patent, the '752 patent, the '085 patent, and the '233 patent, including any extensions and/or pediatric exclusivities; or (b) the date that Wockhardt obtains final FDA approval of its ANDA, or earlier in certain circumstances.

On January 13, 2015, Plaintiffs entered into settlement agreements with Anchen and Par. Under the terms of the settlement agreements, and subject to review of the settlement terms by the U.S. Federal Trade Commission, Plaintiffs will provide licenses to Anchen and Par that will permit them to launch their generic versions of Namenda XR[®] as of the date that is the later of (a) two (2) calendar months prior to the expiration date of the last to expire of the '209 patent, the '708 patent, the '379 patent, the '752 patent,

Ltd. claims that these patents are invalid, unenforceable and/or would not be infringed. On June 2, 2017, the Company and Adamas Pharma, LLC brought an action for infringement of the '009, '209, '708 and '379 patents in the U.S. District Court for the District of Delaware against Macleods Pharmaceuticals, Ltd. and Macleods Pharma USA, Inc. (collectively, "Macleods"). On January 24, 2018, the district court consolidated the actions filed against Macleods with respect to Macleods' ANDAs seeking approval to manufacture and sell a generic versions of Namenda XR[®] and Namzanic[®]. On March 31, 2018, the Company entered into a settlement agreement with Macleods with respect to Macleods' proposed generic versions of Namenda XR[®] and the case was dismissed.

Namzanic[®]. On August 27, 2015, Forest Laboratories, LLC (which later merged with and into Allergan Sales, LLC, with Allergan Sales, LLC as the surviving entity), Forest Laboratories Holdings, Ltd. and Adamas Pharmaceuticals, Inc. (all collectively, "Plaintiffs"), brought an action for infringement of some or all of U.S. Patent Nos. 8,039,009 (the "'009 patent"), 8,058,291 (the "'291 patent"), 8,168,209 (the "'209 patent"), 8,173,708 (the "'708 patent"), 8,283,379 (the "'379 patent"), 8,293,794 (the "'794 patent"), 8,329,752 (the "'752 patent"), 8,338,485 (the "'485 patent"), 8,338,486 (the "'486 patent"), 8,362,085 (the "'085 patent"), 8,580,858 (the "'858 patent") and 8,598,233 (the "'233 patent") in the U.S. District Court for the District of Delaware against Amneal Pharmaceuticals LLC and Par Pharmaceutical, Inc., and related subsidiaries and affiliates thereof. These companies have notified Plaintiffs that they have filed ANDAs

On August 18, 2017, Allergan Finance, LLC, Allergan Sales, LLC and Kissei Pharmaceutical Co., Ltd. (collectively, “Plaintiffs”), brought an action for infringement of the ‘603 Patent in the U.S. District Court for the District of Delaware against Aurobindo Pharma Ltd., Aurobindo Pharma U.S.A., Inc., and Aurobindo Pharma USA LLC (collectively, “Aurobindo”). This lawsuit triggered an automatic stay of approval of the applicable ANDA through to patent expiration (unless there is a final court decision adverse to Plaintiffs sooner). On April 20, 2018, this matter was dismissed without prejudice.

Restasis®. Between August and September 2015, Allergan brought actions for infringement of U.S. Patent Nos. 8,629,111 (the “‘111 patent”), 8,633,162 (the “‘162 patent”), 8,642,556 (the “‘556 patent”), 8,648,048 (the “‘048 patent”), and 8,685,930 (the “‘930 patent”) in the U.S. District Court for the Eastern District of Texas against Akorn, Inc., Apotex, Inc., Mylan Pharmaceuticals, Inc., Teva Pharmaceuticals USA, Inc., InnoPharma, Inc., and Pfizer, Inc., and related subsidiaries and affiliates thereof. On September 14, 2015, Allergan brought an action for infringement of these patents in the U.S. District Court for the District of Delaware against InnoPharma, Inc. and Pfizer, Inc. These companies have notified Allergan that they have filed ANDAs with the FDA seeking to obtain approval to market generic versions of Restasis® before these patents expire in August 2024. In the Texas actions the District Court granted joint motions to dismiss without prejudice Teva Pharmaceutical Industries Ltd. and Pfizer, Inc., on October 12 and October 22, 2015, respectively. Teva Pharmaceuticals USA, Inc. (“Teva”) and InnoPharma, Inc. (“InnoPharma”) remain defendants in the respective actions. Allergan entered into a settlement agreement with Apotex on December 15, 2015 and the case was dismissed with respect to the Apotex defendants.

in part and denied in part the parties' joint motion for entry of a stipulated order, and stayed the case until such time as the Federal Circuit in the lead appeal case with Teva, Mylan and Akron issues a mandate. The parties' stipulation provides that Deva will be bound by the outcome of that appeal.

Restasis® IPR. On June 6, 2016, Allergan, Inc. received notification letters that Inter Partes Review of the USPTO ("IPR") petitions were filed by Mylan Pharmaceuticals Inc. ("Mylan") regarding U.S. Patent Nos. 8,629,111 (the "'111 patent"), 8,633,162 (the "'162 patent"), 8,642,556 (the "'556 patent"), 8,648,048 (the "'048 patent"), 8,685,930 (the "'930 patent") and 9,248,191 (the "'191 patent"), which patents expire on August 27, 2024. Mylan filed the IPR petition on June 3, 2016. On June 23, 2016, Allergan received a notification letter that a IPR petition and motion for joinder was filed by Argentum Pharmaceuticals LLC ("Argentum") regarding the '111 patent. On December 7, 2016, Allergan entered into a settlement agreement with Argentum and Argentum's petition was withdrawn. On December 8, 2016, the USPTO granted Mylan's petitions to institute IPRs with respect to these patents. On January 6, 2017, each of Akorn, Famy Care and Teva filed, and on January 9, 2017 the USPTO received, IPR petitions with respect to these patents and motions for joinder with the Mylan IPR. On February 6, 2017, Allergan opposed joinder. On March 20, 2017, Allergan filed patent owner responses. The USPTO granted Teva's and Akorn's joinder motions on March 31, 2017. On April 27, 2017, the USPTO decided not to join Famy Care as a petitioner to the earlier-filed IPR petitions. On July 10, 2017, the

On March 16, 2018, the Tribe and Allergan filed with the Federal Circuit a motion to stay the IPR proceedings pending review of their February 28, 2018 appeal.

On March 26, 2018, the Federal Circuit issued an order sua sponte expediting the briefing and argument schedule on the merits of the appeal. Oral argument is scheduled for June 4, 2018. On March 28, 2018, the Federal Circuit granted the Tribe and Allergan's motion to stay the IPR proceedings. The stay remains in effect until the day after oral argument in the appeals in June 2018, at which time the Federal Circuit will address whether the stay shall remain in effect or whether it will be lifted. On April 18, 2018, the Tribe and Allergan filed an opening appeal brief.

Saphris®. Between September 2014 and May 2015, Forest Laboratories, LLC (which later merged with and into Allergan Sales, LLC, with Allergan Sales, LLC as the surviving entity), and Forest Laboratories Holdings Ltd. (collectively, "Forest") brought actions for infringement of some or all of U.S. Patent Nos. 5,763,476 (the "'476 patent'"), 7,741,358 (the "'358 patent'") and 8,022,228 (the "'228 patent'") in the U.S. District Court for the District of Delaware against Sigmapharm Laboratories, LLC, Hikma Pharmaceuticals, LLC, Breckenridge Pharmaceutical, Inc., Alembic Pharmaceuticals, Ltd. and Amneal Pharmaceuticals, LLC, and related subsidiaries and affiliates thereof. Including a 6-month pediatric extension of regulatory exclusivity, the '476 patent expires in December 2020, and the '358 and '228 patents expire in October 2026. On September 30, 2015, the District Court consolidated all pending actions. On

patent is listed in the Orange Book for Viibryd® and expires in June 2022. On January 26, 2018, Merck Patentgesellschaft Mit Beschränkter Haftung (“Merck”) submitted Mandatory Notices. Merck’s Patent Owner Preliminary Response is due May 9, 2018.

Trademark Enforcement Matters

Juvéderm®. On April 5, 2017, Allergan, Inc. (“Allergan”) brought an action for unfair competition, false advertising, dilution, conspiracy and infringement of Allergan’s JUVÉDERM trademarks in the U.S. District Court for the Central District of California against Dermavita Limited Partnership (“Dermavita”), Dima Corp. S.A. (“Dima Corp.”) and KBC Media Relations LLC (“KBC”). Dima Corp. had previously announced its acquisition of a license from Dermavita to develop and market in the U.S. cosmetic products under the Juvederm trademark. During June 2017, Allergan entered into a settlement agreement with KBC. During July 2017, the Court preliminarily enjoined Dima Corp. from, inter alia, promoting or selling within the United States any product bearing the trademark JUVÉDERM or any other trademark confusingly similar to it. During January 2018, the Court granted Dermavita’s renewed motion to dismiss Allergan’s complaint based on purported lack of personal jurisdiction.

Allergan Holdings France SAS and Allergan France SAS requested a preliminary injunction against Dermavita, Dima Corp, Aesthetic Services, Jacqueline Sillam and Dimitri Sillam in the High Court of Paris, France. During June 2017, the Paris Court preliminarily enjoined the defendants from, inter alia, promoting or selling in France its Juvederm products, requiring the transfer of

RepliForm Litigation. LifeCell Corporation is named as a defendant in approximately 325 cases alleging that its biologic mesh product RepliForm did not perform as intended and caused various injuries. In all of those cases Boston Scientific Corporation, LifeCell's distributor, has been named as a co-defendant. In addition, a significant portion of those cases also name another manufacturer as a defendant whose product was implanted at the same time. All but a few of the cases have been consolidated for centralized management in the Superior Court of Massachusetts, Middlesex County. The other cases are venued in federal court in West Virginia, and state courts in Delaware and Minnesota. Approximately 200 of the cases have been settled or dismissed.

Testosterone Litigation. Beginning in 2014, a number of product liability suits were filed against Actavis, Inc., now known as Allergan Finance, LLC, and one or more of its former subsidiaries as well as other manufacturers and distributors of testosterone products, for personal injuries including but not limited to cardiovascular events allegedly arising out of the use of Androderm.[®] There are approximately 525 currently pending actions which have been consolidated in an MDL in federal court in Illinois. The defendants have responded to the plaintiffs' master complaint in the MDL and discovery is ongoing. Actavis, Inc.'s first trial is scheduled to begin in August 2018.

Government Investigations, Government Litigation and Qui Tam Litigation

Forest. Forest received a subpoena, dated April 29, 2015, from the U.S. Department of Health and Human Services, Office of Inspector General (“OIG”). The subpoena requests documents relating to Average Manufacturer (“AMP”) and Best Price calculations for several of its products. Subsequently, Forest received a Civil Investigative Demand (“CID”) from the OIG, dated August 16, 2016, primarily related to the calculation of Best Price. The Company is cooperating fully with the OIG’s requests.

Forest and certain of its affiliates are defendants in three state court actions pending in Illinois, Utah and Wisconsin involving qui tam actions alleging generally that the plaintiffs (all government agencies) were overcharged for their share of Medicaid drug reimbursement costs. Forest and the other defendants filed a motion to dismiss Utah’s amended complaint. This motion to dismiss was denied in part. On October 30, 2017, the Company reached an agreement to settle the Utah action. On February 17, 2014, the Wisconsin state court granted defendants’ motion to dismiss plaintiff’s second amended complaint. However, the relator filed a separate action making the same basic allegations as in its amended complaint in the original action. On May 17, 2017, the Wisconsin state court granted defendants’ motion to dismiss the amended complaint.

On December 28, 2015, a putative class action complaint was filed in state court in Pennsylvania on behalf of a putative class of private payers. Defendants removed the complaint to the federal court in Pennsylvania. The complaint alleges that manufacturers of generic drugs, including a subsidiary of Forest Laboratories, Inc. that in the past had marketed generic products, caused plaintiffs to overpay for prescription drug products through the use of inflated AWP’s. The complaint alleges violations of the Pennsylvania Unfair Trade Practices and Consumer Protection Law, negligent misrepresentation/fraud, unjust enrichment, civil conspiracy and aiding and abetting. On July 24, 2017, the state court issued a decision on the Company’s individual motion to dismiss, granting it in part and denying it in part.

Allergan. On April 18, 2017, the Company received a CID, dated April 12, 2017, from the Department of Justice. The CID seeks information relating to the Company’s sales and marketing practices of Botox to urology practices. The Company is cooperating fully with DOJ requests.

On October 3, 2017, the Company received a letter from the House of Representatives Committee on Oversight and Government Reform. The letter seeks information relating to the Saint Regis Mohawk Tribe’s acquisition of six Restasis[®] patents and the granting of exclusive licenses to the Restasis[®] product to the Company. The Company has received other information requests from regulatory agencies concerning the transaction and is cooperating fully with these requests.

Actavis/Watson. On October 16, 2017, the Company received a CID from the State of North Carolina Department of Justice. The CID seeks information relating to the legacy Watson company’s reporting of AMP calculations. The Company is cooperating fully with the state’s requests. On January 26, 2018, a qui tam complaint that was filed in federal district court in Illinois was unsealed which includes claims against Actavis LLC, a former subsidiary of the Company. The State of North Carolina reserved its right to intervene in this proceeding pending an ongoing investigation. The complaint asserts claims that Actavis LLC violated the federal and state false claims acts based on its reporting of AMP prices.

The Company has received subpoenas from multiple states relating to the legacy Actavis and Watson companies’ promotional efforts relating to opioid products, none of which are currently promoted and many of which the Company no longer sells. The Company is cooperating fully with the states’ requests.

The Company and its affiliates are involved in various other disputes, governmental and/or regulatory inspections, inquiries, investigations and proceedings that could result in litigation, and other litigation matters that arise from time to time.

Matters Relating to the Company's Divested Generics Business

The following matters relate to the former generics business of the Company or the transaction pursuant to which that business was sold to Teva, effective August 2, 2016. In October 2016, pursuant to the Master Purchase Agreement by and between the Company and Teva (the "Master Purchase Agreement"), Teva provided the Company with its proposed estimated adjustment to the closing date working capital balance. The Company disagreed with Teva's proposed adjustment, and, pursuant to the Master Purchase Agreement, each of the Company's and Teva's proposed adjustments were submitted to arbitration ("Working Capital Arbitration") to determine the working capital amount in accordance with GAAP as applied by the Company consistent with past practice. Teva initially proposed an adjustment of approximately \$1.4 billion and subsequently submitted a revised adjustment of approximately \$1.5 billion to the arbitrator. In addition, on October 30, 2017, Teva submitted a Notice of Direct and Third Party Claims seeking indemnification for virtually all of the same items for which Teva was seeking a proposed adjustment in the Working Capital Arbitration as well as several new items as to which no quantity of damages were asserted. On January 31, 2018, the Company and Teva entered into a Settlement Agreement and Mutual Releases (the "Teva Settlement Agreement"). The Teva Settlement Agreement

court to commence the shareholder derivative suit. The Company submitted a written response to plaintiffs' motion on December 5, 2017.

Florida Subpoena Related to Oxymorphone Products. In January 2018, the Company received a grand jury subpoena from the U.S. Attorney's Office for the Southern District of Florida seeking information related to oxymorphone products which were sold by the divested generics business. This subpoena appears to be related to a similar inquiry disclosed by Endo International plc on January 11, 2018. The subpoena was directed to the Company as a source of information, not as a target along with others.

NOTE 20 — Warner Chilcott Limited (“WCL”) Guarantor and Non-Guarantor Condensed Consolidating Financial Information

The following financial information is presented to segregate the financial results of WCL, Allergan Funding SCS, and Allergan Finance, LLC (the issuers of the long-term notes), the guarantor subsidiaries for the long-term notes and the non-guarantor subsidiaries. The guarantors jointly and severally, and fully and unconditionally, guarantee the Company's obligation under the long-term notes.

The information includes elimination entries necessary to consolidate the guarantor and the non-guarantor subsidiaries. Investments in subsidiaries are accounted for using the equity method of accounting. The principal elimination entries eliminate investments in subsidiaries, equity and intercompany balances and transactions.

WCL, Allergan Capital S.à.r.l. and Allergan Finance, LLC are guarantors of the long-term notes.

WCL has revised its consolidating balance sheets as previously presented in Footnote 25 of the December 31, 2017 Annual Report on Form 10-K and its consolidating financial statements as previously presented in Footnote 20 of the March 31, 2017 Quarterly Report on Form 10-Q due to a change in the Company's legal entity structure and other reclassifications that occurred during the three months ended March 31, 2018. As a result, prior period information has been recast to conform to the current period presentation.

The following financial information presents the consolidating balance sheets as of March 31, 2018 and December 31, 2017, the related statement of operations for the three months ended March 31, 2018 and 2017 and the statements of cash flows for the three months ended March 31, 2018 and 2017.

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noncontrolling interest							
Provision / (benefit) for income taxes	-	-	0.3	(12.2)	(670.3)	-	(682.2)
Losses / (earnings) of equity interest subsidiaries	231.3	545.5	-	(429.6)	-	(347.2)	-
Net (loss) / income from continuing operations,							
net of tax	\$ (231.3)	\$ (286.5)	\$ (2.9)	\$ 420.6	\$ (476.2)	\$ 347.2	\$ (229.1)
(Loss) from discontinued operations, net of tax	-	-	-	-	-	-	-
Net (loss) / income	\$ (231.3)	\$ (286.5)	\$ (2.9)	\$ 420.6	\$ (476.2)	\$ 347.2	\$ (229.1)
(Income) attributable to noncontrolling interest	-	-	-	-	(2.2)	-	(2.2)
Net (loss) / income attributable to members	\$ (231.3)	\$ (286.5)	\$ (2.9)	\$ 420.6	\$ (478.4)	\$ 347.2	\$ (231.3)
Other comprehensive income / (loss), net of tax	120.8	217.2	-	176.5	120.8	(514.5)	120.8
Comprehensive (loss) / income attributable to							
members	\$ (110.5)	\$ (69.3)	\$ (2.9)	\$ 597.1	\$ (357.6)	\$ (167.3)	\$ (110.5)

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Income / (loss) before income taxes and noncontrolling interest							
(Benefit) / provision for income taxes	-	(0.2)	0.9	14.9	(547.7)	-	(532.1)
Losses / (earnings) of equity interest subsidiaries	2,537.3	2,800.3	-	2,140.9	-	(7,478.5)	-
Net (loss) / income from continuing operations, net of tax	\$(2,537.3)	\$(2,528.3)	\$ 2.8	\$(2,195.4)	\$(2,753.5)	\$ 7,478.5	\$(2,533.2)
(Loss) from discontinued operations, net of tax	-	-	-	-	(3.1)	-	(3.1)
Net (loss) / income	\$(2,537.3)	\$(2,528.3)	\$ 2.8	\$(2,195.4)	\$(2,756.6)	\$ 7,478.5	\$(2,536.3)
(Income) attributable to noncontrolling interest	-	-	-	-	(1.0)	-	(1.0)
Net (loss) / income attributable to members	\$(2,537.3)	\$(2,528.3)	\$ 2.8	\$(2,195.4)	\$(2,757.6)	\$ 7,478.5	\$(2,537.3)
Other comprehensive income / (loss), net of tax	1,760.1	1,760.1	-	1,640.9	1,760.1	(5,161.1)	1,760.1
Comprehensive (loss) / income attributable to members	\$(777.2)	\$(768.2)	\$ 2.8	\$(554.5)	\$(997.5)	\$ 2,317.4	\$(777.2)

Warner Chilcott Limited

Consolidating Statements of Cash Flows

For the Three Months Ended March 31, 2018

(Unaudited; in millions)

	Warner Chilcott Limited (Parent Guarantor)	Allergan Capital S.a.r.l. (Guarantor)	Allergan Funding SCS (Issuer)	Allergan Finance, LLC (Issuer and Guarantor)	Non- guarantors	Eliminations	Consolidated Warner Chilcott Limited
Cash Flows From Operating Activities:							
Net (loss) / income	\$(231.3)	\$(286.5)	\$(2.9)	\$ 420.6	\$(476.2)	\$ 347.2	\$(229.1)
Reconciliation to net cash provided by / (used in) operating activities:							
Losses / (earnings) of equity interest subsidiaries	231.3	545.5	-	(429.6)	-	(347.2)	-
Depreciation	-	-	-	-	56.1	-	56.1
Amortization	-	-	-	-	1,697.6	-	1,697.6
Provision for inventory reserve	-	-	-	-	14.2	-	14.2
Share-based compensation	-	-	-	-	72.5	-	72.5
Deferred income tax benefit	-	-	-	-	(1,026.4)	-	(1,026.4)
In-process research and development impairments	-	-	-	-	522.0	-	522.0
Loss on asset sales and impairments, net	-	-	-	-	13.1	-	13.1
Net income impact of other-than-temporary loss on investment in Teva securities	-	-	-	-	-	-	-
Loss on forward sale of Teva shares	-	-	-	-	77.7	-	77.7
Amortization of inventory step up	-	-	-	-	-	-	-
Amortization of deferred financing costs	-	-	5.9	0.4	-	-	6.3

Net cash (used in) / provided by financing							
activities	(1,859.5)	500.0	(3,500.0)	-	(2,343.6)	1,859.5	(5,343.6)
Effect of currency exchange rate changes on cash							
and cash equivalents	-	-	-	-	(5.3)	-	(5.3)
Net (decrease) in cash and cash							
equivalents	-	(516.2)	-	-	(305.8)	-	(822.0)
Cash and cash equivalents at beginning of period	0.1	593.1	0.1	-	1,223.0	-	1,816.3
Cash and cash equivalents at end of period	\$0.1	\$76.9	\$0.1	\$-	\$917.2	\$-	\$994.3

NOTE 21 – Subsequent Events

Elastagen Pty Ltd

On April 6, 2018, the Company completed the acquisition of Elastagen Pty Ltd for an upfront expense of approximately \$96.0 million. Under the terms of the agreement, Elastagen Pty Ltd is eligible to receive additional consideration of up to \$165.0 million.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and the results of operations should be read in conjunction with the "Consolidated Financial Statements" and notes thereto included elsewhere in this Quarterly Report on Form 10-Q ("Quarterly Report") and our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017 (the "Annual Report"). This discussion contains forward-looking statements that are subject to known and unknown risks, uncertainties and other factors that may cause our actual results to differ materially from those expressed or implied by such forward-looking statements. These risks, uncertainties and other factors include, among others, those identified under "Risk Factors" in our Annual Report, and elsewhere in this Quarterly Report.

References throughout to "we," "our," "us," the "Company" or "Allergan" refer to financial information and transactions of Allergan plc. References to "Warner Chilcott Limited" refer to Warner Chilcott Limited, the Company's indirect wholly-owned subsidiary, and, unless the context otherwise requires, its subsidiaries. Warner Chilcott Limited is an indirect wholly-owned subsidiary of Allergan plc, the ultimate parent of the group, (together with other Warner Chilcott Limited parents, the "Parents"). The results of Warner Chilcott Limited are consolidated into the results of Allergan plc. Due to the de minimis activity between Warner Chilcott Limited and the Parents (including Allergan plc), content throughout this filing relates to both Allergan plc and Warner Chilcott Limited. Warner Chilcott Limited representations relate only to itself and not to any other company.

Recent Business Transactions

The following are the significant transactions that were completed in the three months ended March 31, 2018.

Repros Therapeutics, Inc.

On January 31, 2018, the Company completed the acquisition of Repros Therapeutics, Inc., which was accounted for as an asset acquisition and a net charge of \$33.2 million was expensed as a component of research and development ("R&D") during the first quarter of 2018.

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In-process research and development impairments	340.0
Asset sales and impairments, net	7.4
Operating (loss)	\$(906.0)
Operating margin	(25.4)%

(1) Excludes amortization and impairment of acquired intangibles including product rights, as well as indirect cost of sales not attributable to segment results.

(2) Corporate includes net revenues of \$7.8 million.

The following is a reconciliation of net revenues for the operating segments to the Company's net revenues for the three months ended March 31, 2018 and 2017 (\$ in millions):

	Three Months		Change	
	Ended March 31, 2018	2017	Dollars	%
Segment net revenues	\$3,666.3	\$3,565.1	\$101.2	2.8 %
Corporate revenues	5.8	7.8	(2.0)	(25.6)%
Net revenues	\$3,672.1	\$3,572.9	\$99.2	2.8 %

No country outside of the United States represents ten percent or more of net revenues. The US Specialized Therapeutics and US General Medicine segments are comprised solely of sales within the United States.

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Segment gross margin ⁽²⁾	91.5	%	94.0	%	(2.5)%
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(1) Excludes amortization and impairment of acquired intangibles including product rights, as well as indirect cost of sales not attributable to segment results.

(2) Defined as net revenues less segment related cost of sales as a percentage of net revenues.

The Zeltiq® Aesthetics, Inc. (“Zeltiq”) and LifeCell Corporation (“LifeCell”) acquisitions contributed the following to the segment in the three months ended March 31, 2018 (\$ in millions):

	LifeCell	Zeltiq	Combined Contribution
Net revenues	\$ 128.8	\$ 87.1	\$ 215.9
Operating expenses:			
Cost of sales	18.1	26.8	44.9
Selling and marketing	28.8	44.6	73.4
General and administrative	2.3	1.5	3.8

The LifeCell acquisition contributed the following to the segment in the three months ended March 31, 2017 (\$ in millions):

	LifeCell
Net revenues	\$ 76.0
Operating expenses:	
Cost of sales	18.0
Selling and marketing	17.7
General and administrative	2.3

Net Revenues

The increase in net revenues was primarily driven by the LifeCell and Zeltiq acquisitions and growth in Botox® Therapeutics partially offset by decreases in Restasis® and Aczone®.

Botox® Therapeutics increased \$49.7 million, or 16.1%, versus the prior year period primarily driven by demand growth.

The decline in Aczone® revenues of \$24.6 million, or 60.6%, was due to genericization of the branded acne market, increased discounts to maintain formulary access and a generic launch of Aczone 5%.

The decline in Restasis® revenues of \$53.0 million, or 17.2% was due to both price declines and volume declines due to trade buying patterns. As a result of the U.S. District Court for the Eastern District of Texas issuing an adverse trial decision finding that the four asserted patents covering Restasis® (Cyclosporine Ophthalmic Emulsion) 0.05% are invalid, there is a potential for future declines in Restasis® revenues.

Cost of Sales

The increase in cost of sales was primarily due to the acquisition of LifeCell and Zeltiq. Excluding the acquisition of LifeCell and Zeltiq in both periods, segment gross margin decreased to 93.4% in the three months ended March 31, 2018 versus 94.9% in the prior year period primarily due to product mix.

Selling and Marketing Expenses

The decrease in selling and marketing expenses primarily relates to lower headcount in the Eye Care and Medical Dermatology field forces due to the Company's restructuring initiatives, lower promotional costs and a decrease in the charge for the non-tax deductible Branded Prescription Drug Fee offset in part by the impact of the acquisitions of Zeltiq and LifeCell.

General and Administrative Expenses

General and administrative expenses are in line period-over-period.

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General and administrative	38.9	40.7	(1.8)	(4.4)%
Segment contribution	\$776.7	\$808.1	\$(31.4)	(3.9)%
Segment margin	63.5 %	60.0 %		3.5 %
Segment gross margin ⁽²⁾	85.1 %	85.5 %		(0.4)%

(1) Excludes amortization and impairment of acquired intangibles including product rights, as well as indirect cost of sales not attributable to segment results.

(2) Defined as net revenues less segment related cost of sales as a percentage of net revenues.

Net Revenues

The decrease in net revenues is primarily due to a decline in products that lost exclusivity including Estrace® Cream (\$67.0 million), Minastrin® 24 (\$35.9 million), and Namenda XR® (\$81.5 million), offset, in part, by growth in promoted brands.

CNS revenues declined \$46.3 million, or 15.0%, primarily due to the decline in Namenda XR® as a result of loss of exclusivity offset, in part, by strong demand growth for Vraylar.™

Women's Health revenues declined \$81.4 million, or 33.3%, primarily due to the loss of exclusivity on Estrace® Cream and Minastrin® 24 offset, in part, by growth for Lo Loestrin® driven by higher average selling prices and increased demand.

GI revenues increased \$1.2 million, or 0.3%, primarily due to growth for Linzess® resulting from increased demand, offset, in part, by the loss of exclusivity of Asacol®.

Cost of Sales

The decrease in cost of sales was primarily due to lower product sales and product mix. Segment gross margin was 85.1% in the three months ended March 31, 2018 compared to 85.5% in the prior year period.

Selling and Marketing Expenses

The decrease in selling and marketing expenses relates to headcount reductions from the Company's restructuring initiatives, lower promotional costs, and a decrease in the charge for the non-tax deductible Branded Prescription Drug Fee.

General and Administrative Expenses

General and administrative expenses are in line period-over-period.

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General and administrative	31.4	29.9	1.5	(0.5)	2.0	5.0 %	(1.7)%	6.7 %
Segment contribution	\$466.0	\$397.6	\$68.4	\$ 35.6	\$ 32.8	17.2 %	9.0 %	8.2 %
Segment margin	53.9 %	53.9 %				0.0 %		
Segment gross margin ⁽²⁾	86.0 %	86.4 %				(0.4)%		

(1) Excludes amortization and impairment of acquired intangibles including product rights, as well as indirect cost of sales not attributable to segment results.

(2) Defined as net revenues less segment related cost of sales as a percentage of net revenues.

(3) Defined as overall change excluding foreign exchange impact.

The following table presents our revenue disaggregated by geography for our International segment (\$in millions):

	Three Months Ended March 31,		Overall		Overall	Operational	Operational
	2018	2017	Change (\$)	Change (%)	Change (\$)	Change (%)	Change (%)
Europe	\$398.4	\$326.6	\$71.8	22.0 %	\$ 29.7	9.1 %	
Asia Pacific, Middle East and Africa	240.8	212.1	28.7	13.5 %	14.3	6.7 %	
Latin America and Canada	212.1	182.8	29.3	16.0 %	26.3	14.4 %	
Other*	12.7	15.8	(3.1)	(19.6)%	(3.6)	(22.8)%	
Total International	\$864.0	\$737.3	\$126.7	17.2 %	\$ 66.7	9.0 %	

*Includes royalty and other revenue

Net Revenues

The increase in net revenues is primarily due to the operational growth of total Eye Care and Facial Aesthetics, as well as the acquisition of Zeltiq. Within total Eye Care, Ozurdex[®] increased \$13.3 million, or 26.0% versus the prior year period primarily driven by demand growth and a benefit from foreign currency. Within Facial Aesthetics, Botox[®] Cosmetics sales grew 21.6% driven primarily by demand growth and a benefit from foreign currency. Juvederm[®] Collection revenues increased \$23.9 million, or 19.6% versus the prior year period, primarily resulting from demand growth and a benefit from foreign currency.

Cost of Sales

The increase in cost of sales was primarily due to the increase in net revenues and the acquisitions of LifeCell and Zeltiq. Excluding the acquisitions of LifeCell and Zeltiq in both periods, segment gross margin was 86.7% in the three months ended March 31, 2018 compared to 86.5% in the prior year period.

Selling and Marketing Expenses

The increase in selling and marketing expenses is in line with the increase in net revenues.

General and Administrative Expenses

General and administrative expenses are in line period-over-period.

Corporate

Corporate represents the results of corporate initiatives as well as the impact of select revenues and shared costs. The following represents the Corporate amounts for the three months ended March 31, 2018 and 2017 (\$ in millions):

	Three Months Ended March 31, 2018						
	Integration	Restructuring	Fair Value Adjustments	Effect of Purchase Accounting	Other	Revenues and Shared Costs	Total
Net revenues	\$-	\$ -	\$ -	\$ -	\$-	\$ 5.8	\$5.8
Operating expenses:							
Cost of sales ⁽¹⁾	0.5	12.6	3.4	1.1	-	67.5	85.1
Selling and marketing	0.9	10.3	-	4.3	-	0.1	15.6
General and administrative	13.8	7.3	-	1.6	9.0	143.7	175.4
Contribution	\$ (15.2)	\$ (30.2)	) \$ (3.4)	) \$ (7.0)	) \$ (9.0)	\$ (205.5)	) \$ (270.3)

(1) Excludes amortization and impairment of acquired intangibles including product rights.

	Three Months Ended March 31, 2017						
	Integration	Adjustments	Fair Value	Effect of Purchase Accounting	Other	Revenues and Shared Costs	Total
Net revenues	\$-	\$ -	\$ -	\$ -	\$-	\$ 7.8	\$7.8
Operating expenses:							
Cost of sales ⁽¹⁾	2.8	(35.5)	)	28.9	(1.1)	71.3	66.4
Selling and marketing	15.7	-		9.4	0.8	0.8	26.7
General and administrative	49.4	-		6.0	(2.0)	147.3	200.7
Contribution	\$ (67.9)	\$ 35.5		\$ (44.3)	) \$ 2.3	\$ (211.6)	) \$ (286.0)

(1) Excludes amortization and impairment of acquired intangibles including product rights.

Integration

In the three months ended March 31, 2018, integration and restructuring charges included costs related to the integration of LifeCell and Zeltiq.

In the three months ended March 31, 2017, integration and restructuring charges included costs related to the integration of LifeCell as well as the realignment of the Company's international operating structure. In addition, the Company incurred costs associated with the terminated Pfizer, Inc. merger of \$18.1 million.

Non-Acquisition Related Restructuring

In the three months ended March 31, 2018, the Company incurred charges related to the restructuring of its internal infrastructure. The restructuring programs included charges associated with scaling our manufacturing plants as well as the acceleration of share-based compensation charges for severed employees over their shortened vesting periods.

Fair Value Adjustments

Fair value adjustments primarily relate to changes in estimated contingent liabilities which are based on future amounts to be paid based on achievement of sales levels for the respective products.

The income recorded in the three months ended March 31, 2017 primarily relating to reduced or delayed revenue forecasts for select products including Rhofade® and Liletta®.

Effect of Purchase Accounting

In the three months ended March 31, 2018 and 2017, the Company incurred charges related to the purchase accounting impact on stock-based compensation related to the Zeltiq, Allergan, Inc. (“Legacy Allergan”), and Forest Laboratories, Inc. (“Forest”) acquisitions, which increased cost of sales, selling and marketing and general and administrative expenses.

In the three months ended March 31, 2017, the Company incurred purchase accounting effects of \$27.9 million in cost of sales related to the fair value inventory step-up from the LifeCell acquisition as products were sold to the Company’s third party customers.

Other

In the three months ended March 31, 2018, general and administrative costs included legal settlement charges of \$10.3 million.

Revenues and Shared Costs

Shared costs primarily include above site and unallocated costs associated with running our global manufacturing facilities and corporate general and administrative expenses. In the three months ended March 31, 2018, the Company incurred transactional foreign exchange losses of \$4.9 million, compared with transactional foreign exchange losses of \$6.8 million in the three months ended March 31, 2017.

Research and Development Expenses

R&D expenses consist predominantly of personnel-related costs, active pharmaceutical ingredient costs, contract research, license and milestone fees, and biostudy and facility costs associated with product development.

R&D expenses consisted of the following components in the three months ended March 31, 2018 and 2017 (\$ in millions):

	Three Months Ended		Change	
	March 31, 2018	March 31, 2017	Dollars	%
Ongoing operating expenses	\$355.8	\$393.9	\$(38.1)	(9.7)%
Milestone payments and upfront license payments	113.4	291.1	(177.7)	(61.0)%
Acquisition accounting fair market value adjustment to				
stock-based compensation	2.8	5.6	(2.8)	(50.0)%

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Acquisition, integration, and restructuring charges	0.8	3.1	(2.3)	(74.2)%
Contingent consideration adjustments, net	1.9	66.2	(64.3)	(97.1)%
Total R&D Expenses	\$474.7	\$759.9	\$(285.2)	(37.5)%

The decrease in ongoing operating expenses in the three months ended March 31, 2018 versus the prior year period is primarily due to decreased product development spending primarily driven by early stage development campaigns and the Eye Care therapeutic area as well as lower personnel costs offset, in part by, increased spending in the Central Nervous System and Gastrointestinal therapeutic areas.

The following represents milestone payments, asset acquisitions and upfront license payments in the three months ended March 31, 2018 and 2017, respectively (\$ in millions):

	Three Months Ended March 31, 2018 2017	
Lysosomal Therapeutics, Inc.	\$-	\$145.0
Editas Medicine, Inc.	-	90.0
Assembly Biosciences, Inc.	-	50.0
Chase Pharmaceuticals Corporation	75.0	-
Repros Therapeutics, Inc.	33.2	-
Other	5.2	6.1
Total	\$113.4	\$291.1

In the three months ended March 31, 2017, the adjustment to contingent consideration primarily related to the advancement of the Company's True Tear™ product.

Amortization

Amortization in the three months ended March 31, 2018 and 2017 was as follows (\$ in millions):

	Three Months Ended March 31,		Change	
	2018	2017	Dollars	%
Amortization	\$1,697.6	\$1,736.0	\$(38.4)	(2.2)%

IPR&D Impairments and Asset Sales and Impairments, Net

IPR&D impairments and Asset sales and impairments, net consisted of the following components in the three months ended March 31, 2018 and 2017 (\$ in millions):

	Three Months Ended March 31,		Change	
	2018	2017	Dollars	%
IPR&D impairments	\$522.0	\$340.0	\$182.0	53.5%
Asset sales and impairments, net	13.1	7.4	5.7	77.0%

In the three months ended March 31, 2018, the Company impaired its RORyt IPR&D project obtained as part of the Vitae acquisition by \$522.0 million as a result of negative clinical data related to the oral Psoriasis indication received in March 2018.

In the three months ended March 31, 2017, the Company notified Serenity Pharmaceuticals, LLC of its intent to terminate the License, Transfer and Development Agreement for SER-120 (nocturia) which resulted in an impairment of \$140.0 million. In addition, the Company impaired an IPR&D asset acquired as part of the Warner Chilcott acquisition by \$200.0 million as a result of a decline in anticipated market demand.

Interest Income

Interest income in the three months ended March 31, 2018 and 2017 was as follows (\$ in millions):

	Three Months	Change
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	Ended March 31,		Dollars %	
	2018	2017		
Interest income	\$17.3	\$25.3	\$(8.0)	(31.6)%

Interest Expense

Interest expense consisted of the following components in the three months ended March 31, 2018 and 2017 (\$ in millions):

	Three Months Ended March 31,		Change	
	2018	2017	Dollars	%
Fixed Rate Notes	\$228.9	\$282.4	\$(53.5)	(18.9)%
Floating Rate Notes	6.4	5.7	0.7	12.3 %
Euro Denominated Notes	8.6	-	8.6	n.a.
Other	6.7	1.6	5.1	n.m.
Interest expense	\$250.6	\$289.7	\$(39.1)	(13.5)%

Interest expense in the three months ended March 31, 2018 decreased versus the three months ended March 31, 2017 due to scheduled maturities and early debt extinguishment of senior secured notes period-over-period, as well as the impact from debt refinancing.

Other (Expense) / Income, Net

Other (expense) / income, net consisted of the following components in the three months ended March 31, 2018 and 2017 (\$ in millions):

	Three Months		Change	
	Ended March 31, 2018	2017	Dollars	%
Teva Share Activity	\$(77.7)	\$(1,978.0)	\$1,900.3	(96.1)%
Dividend income	-	34.1	(34.1)	n.a.
Naurex recovery	-	20.0	(20.0)	n.a.
Other (expense) / income, net	(1.1)	1.1	(2.2)	n.m.
Other (expense) / income, net	\$(78.8)	\$(1,922.8)	\$1,844.0	(95.9)%

Teva Share Activity

During the three months ended March 31, 2018, the Company recorded the following movements in its investment in Teva securities (defined herein as "Teva Share Activity") (\$ in millions except per share information):

	Shares	Carrying Value per Share	Market Price	Proceeds Received	Value of Marketable Securities	Unrealized	Gain /	Income/ (Expense), Net	Derivative Instrument (Liability)/ Asset	Retained Earnings
						Gain / (Loss) as Recognized	a Component in Other			
Teva securities as of										
December 31, 2017	95.9	\$ 17.60	\$ 18.95	n.a.	\$ 1,817.7	\$ 129.3	\$ -	\$ (62.9)	\$ -	
Impact of ASU No. 2016-01	-	-	-	-	-	(129.3)	-	-	-	129.3
Settlement of initial accelerated share repurchase ("ASR")	(25.0)	18.95	16.53 *	413.3	(473.8)	-	2.5	62.9	-	

Forward sale
entered

into during the
three

months ended
March

31, 2018	**	n.a.	n.a.	372.3	n.a.	-	19.0	(353.3)	-
Open market sales	(11.5)	n.a.	19.95	229.9	(218.5)	-	11.5	-	-
Other fair value									

movements
during the

three months
ended

March 31, 2018	-	n.a.	n.a.	n.a.	(110.7)	-	(110.7)	-	-
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Teva securities as
of

and for the

three months
ended

March 31, 2018	59.4	\$ 17.09	\$ 17.09	\$ 1,015.5	\$ 1,014.7	\$ -	\$ (77.7)	\$ (353.3)	\$ 129.3
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* Market price represents average price over the life of the contract. On the date of settlement of January 17, 2018, the closing stock price of Teva securities was \$21.48.

** On February 13, 2018, the Company entered into a forward sale transaction under which we delivered 25.0 million Teva shares to the transaction counterparty and received proceeds of \$372.3 million in exchange for the shares. The forward sale transaction is expected to settle during the second quarter of 2018; the final settlement value of the shares will be based on the volume weighted average price of the Teva shares plus a premium. As a result of the transaction, and in accordance with ASC Topic 860 - Transfers and Servicing, the marketable securities continue to be reported on the Company's books until the contract settles. The Company recorded the cash proceeds as a secured liability as well as a \$19.0 million marked-to-market value of the bifurcated derivative component of the agreement in prepaid expenses and other current assets.

During the three months ended March 31, 2017, the Company recorded the following movements in its investment in Teva securities (\$ in millions except per share information):

	Carrying Value per Share	Market Price	Discount	Securities	Income	Unrealized Gain / (Loss) as of	Gain / (Loss) Recognized in Other Income/ (Expense), Net
Teva securities as of December 31, 2016	100.3	\$ 53.39	\$ 36.25	5.4 %	\$ 3,439.2	\$ (1,599.4)	\$ -
Other-than-temporary impairment recognized at							
March 31, 2017	100.3	32.09	32.09	4.9 %	(378.6)	1,599.4	(1,978.0)
Teva securities as of and for the three months ended March 31, 2017	100.3	\$ 32.09	\$ 32.09	4.9 %	\$ 3,060.6	\$ -	\$ (1,978.0)

The Teva stock price was discounted due to the lack of marketability.

The Company will continue to sell shares of Teva on the open market from time to time.

Dividend income

During the three months ended March 31, 2017, the Company received dividend income of \$34.1 million. On February 8, 2018, Teva suspended all dividends on ordinary shares.

Naurex Recovery

On August 28, 2015, the Company acquired certain products in early stage development of Naurex, Inc. ("Naurex") in an all-cash transaction, which was accounted for as an asset acquisition (the "Naurex Transaction"). The Company received a purchase price reduction of \$20.0 million in the three months ended March 31, 2017 based on the settlement of an open contract dispute.

(Benefit) for Income Taxes

(Benefit) for income taxes in the three months ended March 31, 2018 and 2017 was as follows: (\$ in millions):

Change

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	Three Months			
	Ended March 31,			
	2018	2017	Dollars	%
(Benefit) for income taxes	\$ (682.2)	\$ (532.1)	\$ (150.1)	28.2%
Effective tax rate	70.6 %	17.2 %		

The Company's effective tax rate for the three months ended March 31, 2018 was 70.6% compared to 17.2% for the three months ended March 31, 2017. The effective tax rate for the three months ended March 31, 2018 was favorably impacted by income earned in jurisdictions with tax rates lower than the Irish statutory rate and U.S. losses tax benefited at rates greater than the Irish statutory rate. This was offset by the additional U.S. tax on the earnings of certain non-U.S. subsidiaries which are considered Global Intangible Low Taxed Income ("GILTI") and the tax impact of amortization of intangible assets at rates less than the Irish statutory rate. Additionally, the tax benefit for the three months ended March 31, 2018 included tax benefits of \$421.9 million related to the restructuring of an acquired business, \$117.5 million related to the impairment of an IPR&D project obtained as part of the Vitae acquisition and \$89.7 million related to excess tax over book basis in a U.S. subsidiary that will reverse in the foreseeable future.

The effective tax rate for the three months ended March 31, 2017 was favorably impacted by income earned in jurisdictions with tax rates lower than the Irish statutory rate and U.S. losses tax benefited at rates greater than the Irish statutory rate. This was offset by a pre-tax charge for the impairment of the Company's investment in Teva Shares of \$1,978.0 million and the tax impact of amortization of intangible assets, both at rates less than the Irish statutory rate. Additionally, the tax benefit for the three months ended March 31, 2017 included tax benefits of \$74.0 million related to the impairment of certain intangible assets and \$40.6 million related to the integration of an acquired business.

The effective tax rate for the three months ended March 31, 2018 as compared to the three months ended March 31, 2017 was impacted by the favorable tax effects of restructuring activities and the impairment of IPR&D.

Liquidity and Capital Resources

Working Capital Position

Working capital at March 31, 2018 and December 31, 2017 is summarized as follows (\$ in millions):

	March 31, 2018	December 31, 2017	Increase (Decrease)
Current Assets:			
Cash and cash equivalents	\$ 994.8	\$ 1,817.2	\$(822.4)
Marketable securities	1,037.4	4,632.1	(3,594.7)
Accounts receivable, net	2,639.2	2,899.0	(259.8)
Inventories	948.4	904.5	43.9
Prepaid expenses and other current assets	773.5	1,123.9	(350.4)
Total current assets	6,393.3	11,376.7	(4,983.4)
Current liabilities:			
Accounts payable and accrued expenses	\$ 5,072.3	\$ 5,541.4	\$(469.1)
Income taxes payable	117.5	74.9	42.6
Current portion of long-term debt and capital leases	626.2	4,231.8	(3,605.6)
Total current liabilities	5,816.0	9,848.1	(4,032.1)
Working Capital	\$ 577.3	\$ 1,528.6	\$(951.3)
Current Ratio	1.10	1.16	

Working capital decreased \$951.3 million primarily due to the following uses of working capital:

- The Company utilized cash and cash equivalents to pay dividends of \$319.5 million and repurchase ordinary shares of \$1,439.6 million in the three months ended March 31, 2018;
- The Company converted marketable securities to fund the payment of \$3,750.0 million of senior note maturities and repayments of the Company's outstanding margin loan of \$372.0 million;
- The Company had an increase in net current borrowings under the revolving credit facility of \$500.0 million; and
- The Company paid \$700.0 million to settle the Teva contractual commitment.

Cash Flows

Our cash flows are summarized as follows (\$ in millions):

	Three Months Ended March 31,	
	2018	2017
Net cash provided by operating activities	\$ 1,458.3	\$ 723.3
Net cash provided by investing activities	\$ 2,932.3	\$ 14.2
Net cash (used in) financing activities	\$(5,207.7)	\$(1,374.9)

Cash flows from operations represent net income adjusted for certain non-cash items and changes in assets and liabilities. Cash provided by operating activities increased \$735.0 million in the three months ended March 31, 2018 versus the prior year period, due to a decline in acquisition related milestones and favorable period-over-period working capital movements including the timing of accounts receivable collections.

Management expects that available cash balances and the remaining 2018 cash flows from operating activities will provide sufficient resources to fund our operating liquidity needs and expected 2018 capital expenditure funding requirements.

Investing cash flows consist primarily of cash used in acquisitions of businesses and intangible assets (primarily product rights), capital expenditures and purchases of investments and marketable securities partially offset by proceeds from the sale of a business, investments and marketable securities.

Included in the three months ended March 31, 2018 is the net cash provided by the net sale of investments of \$3,433.6 million offset, in part, by payments to settle Teva related matters of \$466.0 million.

Included in the three months ended March 31, 2017 is the net cash provided by the net sale of investments of \$3,267.4 million offset, in part, by the purchase of LifeCell for \$2,874.4 million, net of cash acquired, and the purchase of intangible assets of \$346.3 million.

Financing cash flows consist primarily of borrowings and repayments of debt, repurchases of ordinary shares, dividend payments and proceeds from the exercise of stock options.

Cash used in financing activities in the three months ended March 31, 2018 primarily related to the repayment of indebtedness of \$4,322.1 million, the repurchase of ordinary shares of \$1,439.6 million, the payment of dividends of \$319.5 million and, payments to settle Teva related matters of \$234.0 million, which was outstanding greater than one year, offset, in part, by borrowings under the revolving credit facility and other borrowings of \$709.0 million and proceeds from the forward sale of Teva Shares of \$372.3 million.

Cash used in financing activities in the three months ended March 31, 2017 primarily related to the repayment of indebtedness of \$1,015.9 million and the payment of dividends of \$305.8 million.

Long-term obligations

The following table lists certain of our enforceable and legally binding obligations as of March 31, 2018. Certain amounts included herein are based on management's estimates and assumptions about these obligations, including their duration, anticipated actions by third parties and other factors. Because these estimates and assumptions are necessarily subjective, the enforceable and legally binding obligation we will actually pay in future periods may vary from those reflected in the table.

In addition, such milestone payments will only be payable in the event that the Company achieves contractually defined, success-based milestones, such as:

- the advancement of the specified research and development programs;
- the receipt of regulatory approval for the specified compounds or products; and/or
- sales threshold of the specified compounds or products.

The following is a summary of select contractual commitments as of March 31, 2018, including amounts accrued as of the balance sheet date to be paid in future periods (\$ in millions):

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	Payments Due by Period				
	Nine Months Ending				
	Total	December 31, 2018	2019-2020	2021-2022	Thereafter
Sales based and other milestone obligations	\$10,053.6	\$ 1.0	\$ 140.5	\$ 165.0	\$9,747.1
R&D / approval milestone obligations	6,009.9	597.9	647.3	855.1	3,909.6
Total	\$16,063.5	\$ 598.9	\$ 787.8	\$ 1,020.1	\$13,656.7

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The table above reflects the anticipated timing of R&D and approval related milestones and sales based milestones. Certain agreements also include royalties based on commercial sales which are excluded from the table above. The following are contractual commitments relating to the R&D and approval related milestones and sales based milestones (\$ in millions):

Transaction	Product	Maximum Milestones	R&D /	Sales
			Approval Milestones	Based and Other Milestones
Heptares Therapeutics, Ltd	Neurological disorders	\$ 3,224.5	\$ 649.5	\$ 2,575.0
Assembly Biosciences, Inc.	Gastrointestinal products	2,459.0	1,069.0	1,390.0
AstraZeneca plc License	Brazikumab	1,265.0	225.0	1,040.0
Akarna Therapeutics, Ltd	Inflammatory and fibrotic diseases	975.0	600.0	375.0
Chase Pharmaceuticals Corporation	Neurodegenerative disorders	875.0	325.0	550.0
Merck & Co.	Ubrogepant & Atogepant	865.0	435.0	430.0
Tobira Therapeutics, Inc.	Cenicriviroc	800.1	400.1	400.0
Retrosense Therapeutics, LLC	RST-001	495.0	245.0	250.0
Naurex, Inc.	GLYX-13	475.0	75.0	400.0
AqueSys, Inc.	Xen Gel Stent	300.0	-	300.0
Topokine Therapeutics, Inc.	XAF5	260.0	110.0	150.0
Oculeve, Inc.	TrueTear™	175.0	75.0	100.0
Forsight VISION5, Inc.	Bimatoprost Ring	125.0	125.0	-
All Other		3,769.9	1,676.3	2,093.6
Total		\$ 16,063.5	\$ 6,009.9	\$ 10,053.6

Off-Balance Sheet Arrangements

We do not have any material off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, net revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion provides forward-looking quantitative and qualitative information about our potential exposure to market risk. Market risk represents the potential loss arising from adverse changes in the value of financial instruments. The risk of loss is assessed based on the likelihood of adverse changes in fair values, cash flows or future earnings. We are exposed to market risk for changes in the market values of our investments (Investment Risk), the impact of interest rate changes (Interest Rate Risk) and the impact of foreign currency exchange changes (Foreign Currency Exchange Risk).

We maintain our portfolio of cash equivalents and short-term investments in a variety of securities, including both government and government agency obligations with ratings of A or better and money market funds. Our investments in marketable securities are governed by our investment policy which seeks to preserve the value of our principal,

provide liquidity and maximize return on the Company's investment against minimal interest rate risk. Consequently, our interest rate and principal risk are minimal on our non-equity investment portfolio. The quantitative and qualitative disclosures about market risk are set forth below.

Investment Risk

As of March 31, 2018 our total investments in marketable and equity securities of other companies, including equity method investments, but excluding securities considered cash and cash equivalents were \$1,103.4 million (included in marketable securities and investments and other assets). The fair values of these investments are subject to significant fluctuations due to volatility of the stock market and changes in general economic conditions.

We regularly review the carrying value of our investments and identify and recognize losses, for income statement purposes.

Interest Rate Risk

Our exposure to interest rate risk relates primarily to our non-equity investment portfolio. Our cash is invested in money market securities.

Our portfolio of marketable securities includes highly liquid money market securities classified as available-for-sale securities, with no security having a maturity in excess of one year. These include floating rate securities that are exposed to interest rate fluctuations. Because of the short-term nature of these investments, we are subject to minimal interest rate risk and do not believe that an increase in market rates would have a significant negative impact on the realized value of our portfolio.

Floating Rate Debt

At March 31, 2018, borrowings outstanding under the floating rate notes were \$1,362.7 million. Assuming a one percent increase in the applicable interest rate on the Company's floating rates notes, annual interest expense would increase by approximately \$13.6 million over the next twelve months.

Fixed Rate Debt

The Company has outstanding borrowings under its fixed rate notes. Changes in market interest rates generally affect the fair value of fixed-rate debt, but do not impact earnings or cash flows.

Foreign Currency Exchange Risk

Overall, we are a net recipient of currencies other than the U.S. dollar and, as such, benefit from a weaker dollar and are adversely affected by a stronger dollar relative to major currencies worldwide. Accordingly, changes in exchange rates, and in particular a strengthening of the U.S. dollar, may negatively affect our consolidated revenues or operating costs and expenses as expressed in U.S. dollars.

From time to time, we have entered into foreign currency option and forward contracts. Accordingly, we have entered into various contracts which change in value as foreign exchange rates change to allow the Company at its option to economically offset the effect of changes in the value of foreign currency assets and liabilities, commitments and anticipated foreign currency denominated sales and operating expenses. We have entered into foreign currency option and forward contracts in amounts between minimum and maximum anticipated foreign exchange exposures.

From time to time, we have used foreign currency option contracts, which provide for the sale or purchase of foreign currencies, if exercised, to economically hedge the currency exchange risks associated with probable but not firmly committed transactions that arise in the normal course of our business. Probable but not firmly committed transactions are comprised primarily of sales of products and purchases of raw material in currencies other than the U.S. dollar. While these instruments were subject to fluctuations in value, such fluctuations were anticipated to offset changes in the value of the underlying exposures.

While the Company does not believe it has significant exposure to foreign exchange, we are subject to transactional items which may impact the results of operations. Net foreign currency losses on the results of operations were \$4.9 million and \$6.8 million for the three months ended March 31, 2018 and 2017, respectively.

The Company is exposed to foreign exchange risk in its international operations from foreign currency purchases, net investments in foreign subsidiaries, and foreign currency assets and liabilities created in the normal course of business, including the Euro Denominated Notes. In the three months ended March 31, 2018, we used effective net investment hedges to partially offset the effects of foreign currency on our investments in certain of our foreign subsidiaries. The total notional amount of our instruments designated as net investment hedges was \$3.7 billion as of March 31, 2018 and \$3.6 billion as of December 31, 2017. During the three months ended March 31, 2018, the impact of the net investment hedges on other comprehensive income was a loss of \$95.1 million.

Other

We do not believe that inflation has had a significant impact on our revenues or operations, nor do we have any material commodity price risks.

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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Allergan plc maintains “disclosure controls and procedures,” as such term is defined under Rule 13a-15(e) of the Exchange Act, that are designed to provide reasonable assurance that information required to be disclosed in Allergan plc’s Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to Allergan plc’s management, including its Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective.

As required by SEC Rule 13a-15(b), Allergan plc carried out an evaluation, under the supervision and with the participation of Allergan plc’s management, including Allergan’s Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of Allergan plc’s disclosure controls and procedures as of the end of the period covered by this quarterly report. Based on this evaluation Allergan plc’s Principal Executive Officer and Principal Financial Officer concluded that Allergan plc’s disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2018.

Warner Chilcott Limited maintains “disclosure controls and procedures,” as such term is defined under Rule 13a-15(e) of the Exchange Act, that are designed to provide reasonable assurance that information required to be disclosed in the Company’s Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to Warner Chilcott Limited’s management, including its Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective.

As required by SEC Rule 13a-15(b), Warner Chilcott Limited carried out an evaluation, under the supervision and with the participation of Warner Chilcott Limited’s management, including Warner Chilcott Limited’s Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of Warner Chilcott Limited’s disclosure controls and procedures as of the end of the period covered by this quarterly report. Based on this evaluation Warner Chilcott Limited’s Principal Executive Officer and Principal Financial Officer concluded that Warner Chilcott Limited’s disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2018.

Changes in Internal Control Over Financial Reporting of Allergan plc and Warner Chilcott Limited

During the quarter ended March 31, 2018, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, Allergan plc and Warner Chilcott Limited’s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For information regarding legal proceedings, refer to “PART I, ITEM 3. LEGAL PROCEEDINGS,” of our Annual Report on Form 10-K for the year ended December 31, 2017 and “Legal Matters” in “NOTE 19 — Commitments and Contingencies” in the accompanying “Notes to the Consolidated Financial Statements” in this Quarterly Report.

ITEM 1A. RISK FACTORS

Except as set forth below, there have been no material changes in the Company’s risk factors from those disclosed in the Company’s Form 10-K for the year ended December 31, 2017.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sale of Unregistered Securities; Uses of Proceeds from Registered Securities

None.

Issuer Purchases of Equity Securities

During the quarter ended March 31, 2018, we repurchased 156,978 of Allergan plc’s Ordinary Shares to satisfy tax withholding obligations in connection with the vesting of restricted stock issued to employees and directors. On September 25, 2017, the Company’s Board of Directors approved a \$2.0 billion share repurchase program, of which we repurchased \$1,540.0 million in the three months ended March 31, 2018.

Period	Total Number of Shares Purchased	Total Number of Shares Purchased to Satisfy Tax Withholdings	Average Price Paid per Share	Total Number of Shares Purchased as Part of Share Repurchase	Average Price Paid per Share as Part of Repurchase Program	Approximate Dollar Value of Shares that May Yet Be
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	Program					Purchased
						Under the
						Share
						Repurchase
						Program
						(\$ in millions)
January 1 - 31, 2018	4,928	4,928	\$173.57	-	\$ -	\$ 1,550.0
February 1 - 28, 2018	1,882,884	21,827	\$161.10	1,861,057	\$ 161.20	\$ 1,250.0
March 1 - 31, 2018	7,841,907	130,223	\$153.36	7,711,684	\$ 160.79	\$ 10.0
January 1 - March 31, 2018	9,729,719	156,978	\$155.07	9,572,741	\$ 160.87	

ITEM 6. EXHIBITS

Reference is hereby made to the Exhibit Index on page 83.

EXHIBIT INDEX

Exhibit Description

- 10.1#* Separation Agreement by and between Robert A. Stewart and Allergan, Inc. dated as of March 8, 2018.
- 31.1* Certification of Chief Executive Officer pursuant to Rule 13a-14a of the Securities Exchange Act of 1934.
- 31.2* Certification of Chief Financial Officer pursuant to Rule 13a-14a of the Securities Exchange Act of 1934.
- 32.1** Certification of Chief Executive Officer pursuant to 18 U.S.C. of Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2** Certification of Chief Financial Officer pursuant to 18 U.S.C. of the Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document.
- 101.SCH XBRL Taxonomy Extension Scheme Document.
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF XBRL Taxonomy Extension Label Definition Document.
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

#Indicates a management contract or compensatory plan or arrangement.

* Filed herewith.

**Furnished herewith and not "filed" for purposes of Section 18 of the Exchange Act.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on May 3, 2018.

ALLERGAN PLC

WARNER CHILCOTT LIMITED

By: /s/ Matthew M. Walsh

Name: Matthew M. Walsh

Title: Chief Financial Officer

(Principal Financial Officer)

By: /s/ James C. D'Arecca

Name: James C. D'Arecca

Title: Chief Accounting Officer

(Principal Accounting Officer)