

AbbVie Inc.
Form 10-12B
June 04, 2012

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As filed with the Securities and Exchange Commission on June 4, 2012

File No.

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10

GENERAL FORM FOR REGISTRATION OF SECURITIES
Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

AbbVie Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

32-0375147
(I.R.S. employer
Identification number)

**1 North Waukegan Road,
North Chicago, Illinois**
(Address of principal executive offices)

60064
(Zip Code)

847-937-6100
(Registrant's telephone number, including area code)

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

| Title of Each Class to be so Registered | Name of Each Exchange on which Each Class is to be Registered |
|---|--|
| Common Stock, par value \$0.01 per share | New York Stock Exchange |
| Securities to be registered pursuant to Section 12(g) of the Act: None | |

ABBVIE INC.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT
CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT
AND ITEMS OF FORM 10**

Certain information required to be included herein is incorporated by reference to specifically identified portions of the body of the information statement filed herewith as Exhibit 99.1. None of the information contained in the information statement shall be incorporated by reference herein or deemed to be a part hereof unless such information is specifically incorporated by reference.

Item 1. *Business.*

The information required by this item is contained under the sections of the information statement entitled "Information Statement Summary," "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business," "AbbVie's Relationship with Abbott Following the Distribution," and "Where You Can Find More Information." Those sections are incorporated herein by reference.

Item 1A. *Risk Factors.*

The information required by this item is contained under the section of the information statement entitled "Risk Factors." That section is incorporated herein by reference.

Item 2. *Financial Information.*

The information required by this item is contained under the sections of the information statement entitled "Unaudited Pro Forma Combined Financial Statements," "Selected Historical Combined Financial Data," and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Those sections are incorporated herein by reference.

Item 3. *Properties.*

The information required by this item is contained under the section of the information statement entitled "Business Manufacturing Capabilities and Operations." That section is incorporated herein by reference.

Item 4. *Security Ownership of Certain Beneficial Owners and Management.*

The information required by this item is contained under the section of the information statement entitled "Security Ownership of Certain Beneficial Owners and Management." That section is incorporated herein by reference.

Item 5. *Directors and Executive Officers.*

The information required by this item is contained under the section of the information statement entitled "Management." That section is incorporated herein by reference.

Item 6. *Executive Compensation.*

The information required by this item is contained under the sections of the information statement entitled "Compensation Discussion and Analysis" and "Executive Compensation." Those sections are incorporated herein by reference.

Item 7. *Certain Relationships and Related Transactions.*

The information required by this item is contained under the sections of the information statement entitled "Management" and "Certain Relationships and Related Person Transactions." Those sections are incorporated herein by reference.

Item 8. *Legal Proceedings.*

The information required by this item is contained under the section of the information statement entitled "Business Legal Proceedings." That section is incorporated herein by reference.

Item 9. *Market Price of, and Dividends on, the Registrant's Common Equity and Related Stockholder Matters.*

The information required by this item is contained under the sections of the information statement entitled "Dividend Policy," "Capitalization," "The Separation and Distribution," and "Description of AbbVie's Capital Stock." Those sections are incorporated herein by reference.

Item 10. *Recent Sales of Unregistered Securities.*

The information required by this item is contained under the sections of the information statement entitled "Description of Indebtedness" and "Description of AbbVie's Capital Stock Sale of Unregistered Securities." Those sections are incorporated herein by reference.

Item 11. *Description of Registrant's Securities to be Registered.*

The information required by this item is contained under the sections of the information statement entitled "Dividend Policy," "The Separation and Distribution," and "Description of AbbVie's Capital Stock." Those sections are incorporated herein by reference.

Item 12. *Indemnification of Directors and Officers.*

The information required by this item is contained under the section of the information statement entitled "Description of AbbVie's Capital Stock Limitations on Liability, Indemnification of Officers and Directors, and Insurance." That section is incorporated herein by reference.

Item 13. *Financial Statements and Supplementary Data.*

The information required by this item is contained under the section of the information statement entitled "Index to Financial Statements" and the financial statements referenced therein. That section is incorporated herein by reference.

Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

Item 15. *Financial Statements and Exhibits.*

(a) *Financial Statements*

The information required by this item is contained under the section of the information statement entitled "Index to Financial Statements" and the financial statements referenced therein. That section is incorporated herein by reference.

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(b) *Exhibits*

See below.

The following documents are filed as exhibits hereto:

| Exhibit Number | Exhibit Description |
|---------------------------|---|
| 2.1 | Form of Separation and Distribution Agreement by and between Abbott Laboratories and AbbVie Inc.* |
| 3.1 | Form of Amended and Restated Certificate of Incorporation of AbbVie Inc.* |
| 3.2 | Form of Amended and Restated By-Laws of AbbVie Inc.* |
| 10.1 | Form of Transition Services Agreement by and between Abbott Laboratories and AbbVie Inc.* |
| 10.2 | Form of Tax Sharing Agreement by and between Abbott Laboratories and AbbVie Inc.* |
| 10.3 | Form of Special Products Master Agreement by and between Abbott Laboratories and AbbVie Inc.* |
| 10.4 | Form of Intellectual Property License Agreement by and between Abbott Laboratories and AbbVie Inc.* |
| 10.5 | Form of Employee Matters Agreement by and between Abbott Laboratories and AbbVie Inc.* |
| 21.1 | Subsidiaries of AbbVie Inc.* |
| 99.1 | Information Statement of AbbVie Inc., preliminary and subject to completion, dated June 4, 2012.** |

*
To be filed by amendment.

**
Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

ABBVIE INC.

By: /s/ RICHARD A. GONZALEZ

Name: Richard A. Gonzalez
Title: *Chairman and Chief Executive Officer*

Date: June 4, 2012

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ABBVIE INC.

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