

PERRIGO CO
Form 425
October 31, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

October 31, 2013

PERRIGO COMPANY

(Exact name of registrant as specified in its charter)

MICHIGAN 0-19725 38-2799573
(State of other (Commission (IRS Employer
Jurisdiction of File Number) Identification
Incorporation) No.)

49010

515 Eastern Avenue.

Allegan, Michigan

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (269) 673-8451

Not Applicable

(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02. Results of Operations and Financial Condition

On October 31, 2013, Perrigo Company (the “Company”) released earnings for the first fiscal quarter 2014. The press release related to the Company’s earnings is attached as Exhibit 99.1.

The earnings release contains certain non-GAAP measures. A “non-GAAP financial measure” is defined as a numerical measure of a company’s financial performance that excludes or includes amounts different than the most directly comparable measure calculated and presented in accordance with U.S. Generally Accepted Accounting Principles (GAAP) in the statements of income, balance sheets or statements of cash flows of the company. Pursuant to the requirements of Regulation G, the Company has provided a reconciliation for cost of sales, gross profit, operating expenses, operating income, income tax expense, income from continuing operations and earnings per share from continuing operations within its earnings release to the most directly comparable U.S. GAAP measures for these non-GAAP measures.

The Company excludes the items listed below in the applicable period when monitoring and evaluating the on-going financial results and trends of its business, and believes that presenting operating results excluding these items is also useful for investors, since it provides important insight into the Company's on-going core business operations on a normalized basis. Adjusted earnings is one of the primary indicators management uses for planning and forecasting in future periods, including trending and analyzing the core operating performance of the Company’s business from period to period without the effect of the non-core business items indicated. Management uses adjusted earnings to prepare operating budgets and forecasts and to measure the Company’s performance against those budgets and forecasts on a corporate and segment level.

Items excluded from reported results and guidance:

First Quarter Fiscal 2013 Results

- Amortization of acquired intangible assets related to business combinations and asset acquisitions
- Acquisition charges for pending business acquisition

First Quarter Fiscal 2014 Results

- Amortization of acquired intangible assets related to business combinations and asset acquisitions
- Transaction charges for pending business acquisition
- Litigation settlement
- Restructuring charges related to completed business acquisition and for organizational improvements

Fiscal 2013 Results

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- Amortization of acquired intangible assets related to business combinations and asset acquisitions
 - Charges associated with the step-ups in value of inventory acquired
- Acquisition, severance and other integration-related charges for completed business acquisitions
 - Losses on sales of investments
 - Write-off of in-process research and development
 - Restructuring charges related to completed business acquisition

Fiscal 2014 Guidance

- Amortization of acquired intangible assets related to business combinations and asset acquisitions
 - Transaction charges for pending business acquisition
 - Litigation settlement
- Restructuring charges related to completed business acquisition and for organizational improvements

The information in this Report is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Report shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 8.01. Other Events

See “Item 2.02. Results of Operations and Financial Condition” above.

ITEM 9.01. Financial Statements and Exhibits

(d)

Exhibits

99.1 Press release issued by Perrigo Company on October 31, 2013, furnished solely pursuant to Item 2.02 of Form 8-K.

Exhibit Index

Exhibit 99.1 – Press Release issued by Perrigo Company on October 31, 2013, furnished solely pursuant to Item 2.02 of Form 8-K.