

Mylan N.V.  
Form 425  
June 19, 2015

Filed by Teva Pharmaceutical Industries Ltd.  
(Commission File No. 001-16174) pursuant to  
Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12 under  
the Securities Exchange Act of 1934  
Subject Company: Mylan N.V.  
Commission File No.: 333-199861

### **TEVA COMPLETES THE PURCHASE OF 4.61 PERCENT INTEREST IN MYLAN N.V.**

**JERUSALEM June 19, 2015** Teva Pharmaceutical Industries Ltd. (NYSE and TASE: TEVA) today announced that it has completed the purchase of 4.61 percent of all outstanding shares of Mylan N.V. (NASDAQ: MYL), which will enable Teva to commence proceedings before the Dutch Enterprise Chamber, should it become necessary.

Teva has advised Stichting Preferred Shares Mylan that if the Mylan Extraordinary General Meeting ( EGM ) on the Perrigo transaction is held no later than August 31, 2015, Teva will limit its aggregate shareholding in Mylan prior to the EGM to less than 5 percent of the outstanding shares of Mylan.

Barclays and Greenhill & Co. are serving as financial advisors to Teva. Sullivan & Cromwell LLP is serving as legal counsel to Teva, with De Brauw Blackstone Westbroek N.V. acting as legal advisor in the Netherlands.

#### **About Teva**

Teva Pharmaceutical Industries Ltd. (NYSE and TASE: TEVA) is a leading global pharmaceutical company that delivers high-quality, patient-centric healthcare solutions to millions of patients every day. Headquartered in Israel, Teva is the world's largest generic medicines producer, leveraging its portfolio of more than 1,000 molecules to produce a wide range of generic products in nearly every therapeutic area. In specialty medicines, Teva has a world-leading position in innovative treatments for disorders of the central nervous system, including pain, as well as a strong portfolio of respiratory products. Teva integrates its generics and specialty capabilities in its global research and development division to create new ways of addressing unmet patient needs by combining drug development capabilities with devices, services and technologies. Teva's net revenues in 2014 amounted to \$20.3 billion. For more information, visit [www.tevapharm.com](http://www.tevapharm.com).

#### **Safe Harbor Statement**

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which are based on management's current beliefs and expectations and involve a number of assumptions, known and unknown risks and uncertainties that change over time and could cause future results, performance or achievements to differ materially from the results, performance or achievements expressed or implied by such forward-looking statements. These assumptions, known and unknown risks and uncertainties include, but are not limited to, those discussed in our Annual Report on Form 20-F for the year ended December 31, 2014 and in our other filings with the U.S. Securities and Exchange Commission (the "SEC"), and those relating to Mylan's business, as

detailed from time to time in Mylan's filings with the SEC, which factors are incorporated herein by reference. Forward-looking statements are generally identified by the words expects, anticipates, believes, intends, estimates, will, would, could, should, may, plans and similar expressions. All statements, other than statements of historical fact, are statements that could be deemed to be forward-looking statements, including statements about the proposed acquisition of Mylan, the financing of the proposed transaction, the expected future performance (including expected results of operations and financial guidance), and the combined company's future financial condition, operating results, strategy and plans. Important factors that could cause actual results, performance or achievements to differ materially from the forward-looking statements we make in this communication include, but are not limited to: the ultimate outcome of

any possible transaction between Teva and Mylan, including the possibility that no transaction between Teva and Mylan will be effected or that a transaction will be pursued on different terms and conditions; the effects of the business combination of Teva and Mylan, including the combined company's future financial condition, operating results, strategy and plans; uncertainties as to the timing of the transaction; the possibility that the expected benefits of the transaction and the integration of our operations with Mylan's operations (including any expected synergies) will not be fully realized by us or may take longer to realize than expected; adverse effects on the market price of Teva's or Mylan's shares, including negative effects of this communication or the consummation of the possible transaction; the ability to obtain regulatory approvals on the terms proposed or expected and satisfy other conditions to the offer, including any necessary stockholder approval, in each case, on a timely basis; our and Mylan's ability to comply with all covenants in our or its current or future indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of other obligations under cross default provisions; our and Mylan's exposure to currency fluctuations and restrictions as well as credit risks; the effects of reforms in healthcare regulation and pharmaceutical pricing and reimbursement; uncertainties surrounding the legislative and regulatory pathways for the registration and approval of biotechnology-based medicines; the impact of competition from other market participants; adverse effects of political or economic instability, corruption, major hostilities or acts of terrorism on our or Mylan's significant worldwide operations; other risks, uncertainties and other factors detailed in our Annual Report on Form 20-F for the year ended December 31, 2014 and in our other filings with the SEC; and the risks and uncertainties and other factors detailed in Mylan's reports and documents filed with the SEC. All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. Readers are cautioned not to place undue reliance on any of these forward-looking statements. Forward-looking statements speak only as of the date on which they are made and we assume no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

## **ADDITIONAL INFORMATION**

This communication is for informational purposes only and does not constitute an offer to buy or solicitation of an offer to sell any securities. This communication relates to a proposal which Teva has made for a business combination transaction with Mylan. In furtherance of this proposal and subject to future developments, Teva and Mylan may file one or more proxy statements, registration statements or other documents with the SEC. This communication is not a substitute for any proxy statement, registration statement, prospectus or other document Teva and/or Mylan have filed or may file with the SEC in connection with the proposed transaction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT(S), REGISTRATION STATEMENT, PROSPECTUS AND OTHER DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Any definitive proxy statement(s) (if and when available) will be mailed to stockholders. Investors and security holders may obtain free copies of this communication, any proxy statement, registration statement, prospectus and other documents (in each case, if and when available) filed with the SEC by Teva through the web site maintained by the SEC at <http://www.sec.gov>. Information about certain individuals who may be deemed to be participants in a solicitation of shareholders of Mylan in respect of Mylan's proposal for a business combination with Perrigo Company plc and a description of their direct or indirect interests by security holdings or otherwise can be found in the report on Form 6-K furnished by Teva with the SEC on June 8, 2015.

### **Contacts**

#### **Investors**

*United States*

*Israel*

Edgar Filing: Mylan N.V. - Form 425

Kevin C. Mannix

Tomer Amitai

215-591-8912

972 (3) 926-7656

Ran Meir

215-591-3033

D.F. King & Co., Inc.

Jordan Kovler / Tom Germinario

212- 269-5550

**Media**

*Teva United States*

Denise Bradley

215-591-8974

*United States*

Joele Frank, Wilkinson Brimmer Katcher

Joele Frank / Tim Lynch / Meaghan Repko

212-355-4449

*Teva Israel*

Iris Beck Codner

972 (3) 926-7687

*The Netherlands*

Citigate First Financial

Uneke Dekkers / Petra Jager / Suzanne Bakker

+ 31 20 575 40 10