

PHARMACYCLICS INC
Form SC TO-T/A
April 10, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE TO
AMENDMENT NO. 2**

(RULE 14D-100)

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

PHARMACYCLICS, INC.

(Name of Subject Company)

OXFORD AMHERST CORPORATION

(Offeror)

ABBVIE INC.

(Parent of Offeror)

(Names of Filing Persons)

COMMON STOCK, \$0.0001 PAR VALUE

(Title of Class of Securities)

716933106

(CUSIP Number of Class of Securities)

Laura J. Schumacher, Esq.

**Executive Vice President, Business Development, External Affairs and General Counsel
AbbVie Inc.**

1 North Waukegan Road

North Chicago, Illinois 60064

(847) 932-7900

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

Lara M. Levitan, Esq.

AbbVie Inc.

1 North Waukegan Road

North Chicago, Illinois 60064-6400

(847) 932-7900

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51 West 52nd Street

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CALCULATION OF FILING FEE

Transaction Valuation*
\$20,737,196,453.92

Amount of Filing Fee**
\$2,409,662.23***

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* Estimated solely for the purpose of calculating the registration fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, based on the product of (i) \$257.93, the average of the high and low sales prices per share of Pharmacyclics common stock on March 19, 2015, as reported by the New York Stock Exchange, and (ii) 80,398,544 (the number of shares of Pharmacyclics common stock estimated to be outstanding at the time the offer and the merger are consummated).

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals 0.00011620 multiplied by the proposed maximum offering price.

*** Previously paid.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: 987,295.41
Form or Registration No.: Form S-4 333-202921
Amount Previously Paid: 1,422,366.82
Form or Registration No.: Form S-4 333-198286

Filing Party: AbbVie Inc.
Date Filed: March 23, 2015
Filing Party: AbbVie Private Ltd.
Date Filed: August 21, 2014

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

x third-party tender offer subject to Rule 14d-1.

.. issuer tender offer subject to Rule 13e-4.

.. going-private transaction subject to Rule 13e-3.

.. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

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This Amendment No. 2 to Schedule TO amends and supplements the Tender Offer Statement on Schedule TO originally filed on March 23, 2015 and subsequently amended by Amendment No. 1 to the Tender Offer Statement on Schedule TO, filed on March 30, 2015 (as amended from time to time, the "Schedule TO"), by AbbVie Inc. ("AbbVie"), a Delaware corporation and Oxford Amherst Corporation, a Delaware corporation and a wholly owned subsidiary of AbbVie ("Offeror") relating to the offer (the "Offer") by Offeror to exchange for each outstanding share of common stock, \$0.0001 par value per share, of Pharmacyclics, Inc. ("Pharmacyclics"), a Delaware corporation, at the election of the holder thereof: (a) \$152.25 in cash and a number of shares of AbbVie common stock, par value \$0.01, equal to (x) \$109.00 divided by (y) the volume weighted average sale price per share of AbbVie common stock as reported on the New York Stock Exchange for the ten consecutive trading days ending on and including the second trading day prior to the final expiration date of the Offer (as it may be extended in accordance with the Merger Agreement, as defined below), as calculated by Bloomberg Financial LP under the function ABBV UN Equity AQR (such price, the "AbbVie Trading Price"), (b) \$261.25 in cash, without interest, or (c) a number of shares of AbbVie common stock equal to (x) \$261.25 divided by (y) the AbbVie Trading Price, subject in each case to the election procedures and, in the case of elections to receive the all-cash or the all-stock consideration, to the proration procedures described in the Prospectus (as defined below) and the related Letter of Election and Transmittal (as defined below).

AbbVie has filed with the Securities and Exchange Commission ("SEC") a Registration Statement on Form S-4 dated March 23, 2015 and amended as of April 10, 2015, relating to the offer and sale of shares of AbbVie common stock to be issued to holders of Pharmacyclics shares in the Offer (as amended from time to time, the "Registration Statement"). The terms and conditions of the Offer are set forth in the Prospectus/Offer to Exchange, which is a part of the Registration Statement (as amended from time to time, the "Prospectus"), and the related letter of election and transmittal (as it may be amended from time to time, the "Letter of Election and Transmittal"), which are filed as Exhibit (a)(4) and (a)(1)(A), respectively, hereto. Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus and the Letter of Election and Transmittal, including any prospectus supplement or other supplement thereto related to the Offer hereafter filed with the SEC by AbbVie or Offeror, is hereby expressly incorporated into this Schedule TO by reference in response to items 1 through 11 of this Schedule TO and is supplemented by the information specifically provided for in this Schedule TO. The Agreement and Plan of Reorganization, dated as of March 4, 2015, by and among AbbVie, Pharmacyclics and Offeror, as amended by Amendment No. 2 to Agreement and Plan of Reorganization, dated March 22, 2015 (the "Merger Agreement"), a copy of which is attached as Exhibit (d)(1) to this Schedule TO, is incorporated into this Schedule TO by reference.

Items 1 through 11.

Items 1 through 11 are hereby amended and supplemented as set forth in the Prospectus, which is filed as Exhibit (a)(4) hereto.

Item 10 is hereby additionally amended and supplemented to incorporate by reference the information contained in the Consolidated Financial Statements included in Part II, Item 8 of AbbVie's Annual Report on Form 10-K for the period ended December 31, 2014, previously filed with the SEC on February 20, 2015.

All of the information in the Prospectus and the Letter of Election and Transmittal, and any Prospectus supplement or other amendment thereto related to the Offer hereafter filed with the SEC by AbbVie or Offeror, is hereby incorporated by reference in answer to Items 1 through 11 of the Schedule TO.

Item 12. Exhibits.

Item 12 is hereby amended by the restatement of Exhibit (a)(4) as set forth below:

(a)(4) Prospectus registering the offer and sale of AbbVie common stock to be issued in the offer, dated April 10, 2015 (incorporated by reference to Amendment No. 1 to AbbVie's Registration Statement on Form S-4 filed on April 10, 2015)

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 10, 2015

OXFORD AMHERST CORPORATION

By: /s/ William J. Chase
Name: William J. Chase
Title: President

ABBVIE INC.

By: /s/ William J. Chase
Name: William J. Chase
Title: Executive Vice President, Chief Financial Officer