



## AbbVie Files Form 8-K

**NORTH CHICAGO, ILLINOIS, U.S.A.**, March 6, 2015 - AbbVie Inc. ("AbbVie") (NYSE / CHX / Euronext Paris / SIX: ABBV) informs its stockholders that it has filed a Current Report on Form 8-K with the U.S. Securities and Exchange Commission ("SEC") announcing that, on March 4, 2015, AbbVie, Oxford Amherst Corporation, a Delaware corporation and a wholly owned subsidiary of AbbVie ("Purchaser"), Oxford Amherst LLC, a Delaware limited liability company and a wholly owned subsidiary of AbbVie ("Merger Sub 2" and together with Purchaser, the "Merger Subs"), and Pharmacyclics, Inc., a Delaware corporation ("Pharmacyclics"), entered into an Agreement and Plan of Reorganization (the "Merger Agreement"), pursuant to which, among other things, Purchaser will commence a tender offer (the "Tender Offer") to purchase all of Pharmacyclics' issued and outstanding shares of common stock, par value \$0.0001 per share (the "Pharmacyclics Shares"), in exchange for cash and/or stock consideration with a value of \$261.25 per Pharmacyclics Share. It is a condition to the closing of the Tender Offer that at least a majority of the outstanding Pharmacyclics Shares are tendered and not validly withdrawn. Immediately following the closing of the Tender Offer, on the terms and subject to the conditions set forth in the Merger Agreement, (i) Purchaser will be merged with and into Pharmacyclics (the "First Merger"), with Pharmacyclics surviving the First Merger and (ii) immediately following the First Merger, Pharmacyclics will be merged with and into Merger Sub 2 (the "Second Merger" and together with the First Merger, the "Merger"), with Merger Sub 2 surviving the Second Merger, such that following the Second Merger, the surviving company in the Second Merger will be a wholly owned direct subsidiary of AbbVie.

Contemporaneously with the execution and delivery of the Merger Agreement, AbbVie, Purchaser and Robert W. Duggan, the chief executive officer of Pharmacyclics, entered into a support agreement, pursuant to which Mr. Duggan has agreed to tender all Pharmacyclics Shares beneficially owned by him into the tender offer.

AbbVie makes available free of charge on its website, its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, reports filed pursuant to Section 16 of the U.S. Securities Exchange Act of 1934 and amendments to those reports filed with or furnished to the SEC as soon as reasonably practicable after AbbVie electronically files these documents with, or furnishes them to, the SEC. These documents are posted on AbbVie's website at [www.abbvieinvestor.com](http://www.abbvieinvestor.com).

The SEC maintains a website that contains reports, proxy statements and other information regarding issuers that file electronically with the SEC. These materials may be obtained electronically by accessing the SEC's home page at [www.sec.gov](http://www.sec.gov). These materials will also be available at [www.info-financiere.fr](http://www.info-financiere.fr).

Copies of the above referenced information will also be made available, free of charge, upon written request to AbbVie Inc., Investors Relations, 1 North Waukegan Road, North Chicago, Illinois 60064, U.S.A.

### Additional Information and Where to Find It

The tender offer referenced in this press release has not yet commenced. This press release is issued pursuant to Article 223-8 of the General Regulation of the French Autorité des marchés financiers and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a



substitute for the tender offer materials that AbbVie and its acquisition subsidiary will file with the SEC. At the time the tender offer is commenced, AbbVie and its acquisition subsidiary will file a tender offer statement on Schedule TO, AbbVie will file a registration statement on Form S-4, and Pharmacyclics will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO EXCHANGE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION. PHARMACYCLICS STOCKHOLDERS ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF PHARMACYCLICS SHARES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING EXCHANGING THEIR SHARES. THE PHARMACYCLICS SHARES ARE NOT ADMITTED TO TRADING ON A REGULATED MARKET IN THE EUROPEAN ECONOMIC AREA ("EEA"), AND NO TAKEOVER BID FOR SUCH SHARES IS BEING MADE IN THE EEA UNDER DIRECTIVE 2004/25/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 21 APRIL 2004 ON TAKEOVER BIDS.

The Offer to Exchange, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of Pharmacyclics Shares at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's website at [www.sec.gov](http://www.sec.gov). Additional copies may be obtained for free by contacting AbbVie's Investor Relations department at + 1-847-932-7900.

SOURCE AbbVie

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