

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒
 Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ Definitive Proxy Statement
☒ Definitive Additional Materials
☐ Soliciting Material under §240.14a-12

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following communication was sent to certain beneficial holders of its American Depositary Shares by or on behalf of Teva Pharmaceutical Industries Limited:

*** Exercise Your *Right* to Vote ***
Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on June 09, 2020

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

BROKER
LOGO
HERE

Return Address Line 1
Return Address Line 2
Return Address Line 3
51 MERCEDES WAY
EDGEWOOD NY 11717

Investor Address Line 1
Investor Address Line 2
Investor Address Line 3
Investor Address Line 4
Investor Address Line 5
John Sample
1234 ANYWHERE STREET
ANY CITY, ON A1A 1A1

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Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 09, 2020
Date: June 09, 2020 **Time:** 4:30 PM LST
Location: 5 Basel Street,
Petach Tikva, 4951033 Israel

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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Broadridge Internal Use Only

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— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Proxy Statement 2. Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 22, 2020 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Internal Use
Only

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Voting items

The Board of Directors recommends
you vote FOR the following
proposal(s):

1. Election of Directors

Nominees

1A Dr. Sol J. Barer

1B Jean-Michel Halfon

1C Nechemia (Chemi) Peres

1D Janet S. Vergis

The Board of Directors recommends
you vote FOR the following
proposal(s):

2 To approve, on a non-binding
advisory basis, the compensation
for Teva's named executive
officers.

3 To approve Teva's 2020 Long-Term
Equity-Based Incentive Plan,
substantially in the form attached
as Appendix A to the Proxy
Statement.

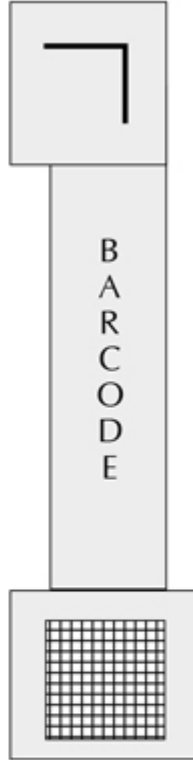
4 To approve an amendment to the
terms of office and employment of
Teva's President and Chief
Executive Officer.

5 To approve an amendment to Teva's
Articles of Association.

6 To appoint Kesselman & Kesselman, a
member of PricewaterhouseCoopers
International Ltd., as Teva's
independent registered public
accounting firm until Teva's 2021
annual meeting of shareholders.



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Voting items Continued

Reserved for Broadridge Internal Control Information

NOTE: **In order for your ADS votes to be counted, you must be an ADS holder as of Apr 30, 2020. In addition, shareholders will consider Teva's annual consolidated financial statements for the year ended December 31, 2019.

Voting Instructions

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO
BANKS AND BROKERS
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

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THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

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The following communication was sent to certain registered holders of its American Depositary Shares by or on behalf of Teva Pharmaceutical Industries Limited:

**Teva Pharmaceutical
Industries Limited**



Online

Go to www.investorvote.com/teva or scan the QR code – login details are located in the shaded bar below



Votes submitted electronically must be received by 8 a.m., Eastern Time, on June 8, 2020.

Teva Pharmaceutical Industries Limited Shareholder Meeting Notice

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on June 9, 2020

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to shareholders are available at:

www.investorvote.com/teva



Easy Online Access – View your proxy materials and vote.

- Step 1:** Go to www.investorvote.com/teva.
Step 2: Click on the icon on the right to view meeting materials.
Step 3: Return to the investorvote.com window and follow the instructions on the screen to log in.
Step 4: Make your selections as instructed on each screen for your delivery preferences.
Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 22, 2020 to facilitate timely delivery.



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Shareholder Meeting Notice

Teva Pharmaceutical Industries Limited's Annual Meeting of Shareholders will be held on June 9, 2020 at Teva's executive offices at 5 Basel Street, Petach Tikva, 4951033 Israel, at 4:30 p.m. (local time).

Proposals to be voted on at the meeting are listed below along with the Board of Director's recommendations.

Teva's Board of Directors recommends that you vote FOR all proposals:

1. Election of Directors
 - a. Dr. Sol J. Barer
 - b. Jean-Michel Halton
 - c. Nechemia (Chemi) J. Peres
 - d. Janet S. Vergis
2. To approve, on a non-binding advisory basis, the compensation for Teva's named executive officers.
3. To approve Teva's 2020 Long-Term Equity-Based Incentive Plan, substantially in the form attached as **Appendix A** to the Proxy Statement.
4. To approve an amendment to the terms of office and employment of Teva's President and Chief Executive Officer.
5. To approve an amendment to Teva's Articles of Association.
6. To appoint Kesselman & Kesselman, a member of PricewaterhouseCoopers International Ltd., as Teva's independent registered public accounting firm until Teva's 2021 annual meeting of shareholders.

In addition, shareholders will consider Teva's annual consolidated financial statements for the year ended December 31, 2019.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend the meeting, please bring this notice with you.

If you wish to vote at the shareholder meeting, you must present your Teva ADSs for cancellation and withdrawal of the corresponding Teva ordinary shares in time to be a shareholder of Teva as of April 30, 2020 (i.e. the record date for the shareholder meeting). Information on how to obtain directions to the Teva Pharmaceutical Industries Limited shareholder meeting is available in the proxy statement available at www.investorvote.com/teva.

PLEASE NOTE: In order for your ADS votes to be counted, you must be an ADS holder as of April 30, 2020 .



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to www.investorvote.com/teva.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to investorvote@computershare.com with "Proxy Materials Teva Pharmaceutical Industries Limited" in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, requests for a paper copy of proxy materials must be received by May 22, 2020

The following communication was sent to certain holders of its ordinary shares by Teva Pharmaceutical Industries Limited:



TEVA PHARMACEUTICAL INDUSTRIES LIMITED

2020 ANNUAL MEETING OF SHAREHOLDERS

June 9, 2020

4:30 p.m. (Israel time)

Teva's executive offices

5 Basel Street

Petach Tikva, 4951033 Israel

Directions to the Teva Pharmaceutical Industries Limited 2020 Annual Meeting of Shareholders and information on how to vote in person are available in the proxy statement which can be viewed at www.tevapharm.com/2020proxymaterials.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on June 9, 2020.

Notice is hereby given that the 2020 Annual Meeting of Shareholders (the "meeting") of Teva Pharmaceutical Industries Limited ("Teva") will be held at 5 Basel Street, Petach Tikva, 4951033 Israel on June 9, 2020 at 4:30 p.m. (Israel time).

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. This is not a form for voting.

The Proxy Statement and Annual Report are available at www.tevapharm.com/2020proxymaterials.

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 22, 2020 to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

1. To appoint the following persons: Dr. Sol J. Barer, Jean-Michel Halfon, Nechemia (Chemi) J. Peres and Janet S. Vergis to serve on the Board of Directors until our 2023 annual meeting of shareholders.
2. To approve, on a non-binding advisory basis, the compensation for Teva's named executive officers.
3. To approve Teva's 2020 Long-Term Equity-Based Incentive Plan, substantially in the form attached as Appendix A to the Proxy Statement.
4. To approve an amendment to the terms of office and employment of Teva's President and Chief Executive Officer.
5. To approve an amendment to Teva's Articles of Association.
6. To appoint Kesselman & Kesselman, a member of PricewaterhouseCoopers International Ltd., as Teva's independent registered public accounting firm until Teva's 2021 annual meeting of shareholders.

In addition, shareholders will consider Teva's annual consolidated financial statements for the year ended December 31, 2019.

The Board of Directors recommends that you vote FOR all proposals.

To request paper copies of the proxy materials, which include the proxy card, proxy statement and annual report, please contact us via:

- **Telephone** – Call our proxy solicitor, MacKenzie Partners, Inc., toll free within the U.S. at +1 (800) 322-2885 or outside the U.S. at + 1 (212) 929-5500. In Israel, call us at +972 (3) 926-7516.
- **Email** – Send us an email at TevaIR@tevapharm.com or send an email to our proxy solicitor, MacKenzie Partners, Inc., at proxy@mackenziepartners.com, with “Teva Materials Request” in the subject line. The email must include:
 - Your preference to receive printed materials via mail -or- to receive an email with links to the electronic materials.
 - If you choose email delivery you must include the email address.
 - If you would like this election to apply to delivery of material for all future meetings, write the word “Permanent”.

In order to ensure timely delivery, you must request the information no later than May 22, 2020.