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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): January 11, 2016 (January 11, 2016)**

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**ENDO INTERNATIONAL PLC**

(Exact Name of Registrant as Specified in Its Charter)

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**Ireland**  
(State or other jurisdiction  
of incorporation)

**001-36326**  
(Commission  
File Number)

**68-0683755**  
(I.R.S. Employer  
Identification No.)

**First Floor, Minerva House, Simmonscourt Road, Ballsbridge, Dublin 4, Ireland**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

**Registrant's telephone number, including area code 011-353-1-268-2000**

**Not Applicable**  
Former name or former address, if changed since last report

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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))
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**Item 7.01. Regulation FD Disclosure.**

On January 11, 2016, the Registrant intends to make an investor presentation at the *J.P. Morgan Healthcare Conference* (the "Presentation"), a copy of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference. The Presentation will also be available on the Registrant's website at [www.endo.com](http://www.endo.com).

The Presentation includes financial measures that are not in conformity with accounting principles generally accepted in the United States. We refer to these measures as non-GAAP financial measures. Specifically, the Presentation refers to statements of operations amounts, including adjusted diluted earnings per share amounts, adjusted gross margin, adjusted operating expenses and adjusted effective tax rate.

We define adjusted diluted earnings per share ("EPS") amounts as diluted EPS amounts, adjusted for certain upfront and milestone payments to partners; acquisition-related and integration items, including transaction costs, earn-out payments or adjustments, changes in the fair value of contingent consideration and bridge financing costs; cost reduction and integration-related initiatives such as separation benefits, retention payments, other exit costs and certain costs associated with integrating an acquired company's operations; excess costs that will be eliminated pursuant to integration plans; asset impairment charges; amortization of intangible assets; inventory step-up recorded as part of our acquisitions; non-cash interest expense; litigation-related and other contingent matters; gains or losses from early termination of debt and hedging activities; foreign currency gains or losses on intercompany financing arrangements; and certain other items that we believe do not reflect our core operating performance; the tax effect of the pre-tax adjustments mentioned above at applicable tax rates; the tax savings from acquired tax attributes; and certain other tax items.

We define adjusted gross margin as total revenues, less cost of revenues, adjusted for amortization of intangible assets; certain upfront and milestone payments to partners; certain cost reduction and integration-related initiatives; inventory step-up recorded as part of our acquisitions; certain excess costs that will be eliminated pursuant to integration plans and certain other items that we believe do not reflect our core operating performance.

We define adjusted operating expense as operating expenses, adjusted for certain upfront and milestone payments to partners; acquisition-related and integration items, including transaction costs, earn-out payments or adjustments, changes in the fair value of contingent consideration and bridge financing costs; cost reduction and integration-related initiatives such as separation benefits, retention payments, other exit costs and certain costs associated with integrating an acquired company's operations; excess costs that will be eliminated pursuant to integration plans; asset impairment charges; litigation-related and other contingent matters; and certain other items that we believe do not reflect our core operating performance.

We define adjusted interest expense as interest expense, net, adjusted for additional non-cash interest expense related to our 1.75% convertible senior subordinated notes and debt abandonment costs.

We define adjusted effective tax rate as the effective tax rate on adjusted pre-tax income, adjusted for certain upfront and milestone payments to partners; acquisition-related and integration items, including transaction costs, earn-out payments or adjustments, changes in the fair value of contingent consideration and bridge financing costs; cost reduction and integration-related initiatives such as separation benefits, retention payments, other exit costs and certain costs associated with integrating an acquired company's operations; excess costs that will be eliminated pursuant to integration plans; asset impairment charges; amortization of intangible assets; inventory step-up recorded as part of our acquisitions; non-cash interest expense; litigation-related and other contingent matters; gains or losses from early termination of debt and hedging activities; foreign currency gains or losses on intercompany financing arrangements; and certain other items that we believe do not reflect our core operating performance; the adjusted effective tax rate also reflects tax savings from acquired tax attributes and certain other tax items.

We define underlying cash flows as net cash (used in) provided by operating activities, adjusted for payments related to mesh legal settlements, redemption fees on our 2019 and 2020 Notes, unused financing commitment fees, severance and restructuring costs, transaction costs paid in connection with acquisitions and integration expenses.

We define U.S. Branded underlying growth as revenue growth, adjusted to include Auxilium pro forma results and same store sales for 2014 acquisitions and to exclude LIDODERM® sales and Actavis royalties. We define U.S. Generics underlying growth as revenue growth, adjusted to include same store sales for 2014 and 2015 acquisitions and exclude sales of LIDODERM® AG.

These non-GAAP financial measures are not prepared in accordance with accounting principles generally accepted in the United States and may be different from non-GAAP financial measures used by other companies. We refer to these non-GAAP financial measures in making operating decisions because we believe they provide meaningful supplemental information regarding our operational performance. For instance, we believe that these measures facilitate internal comparisons to our historical operating results and comparisons to competitors' results. We believe these measures are useful to investors in allowing for greater transparency related to supplemental information used in our financial and operational decision-making. In addition, we have historically reported similar financial measures to our investors and believe that the inclusion of comparative numbers provides consistency in our current financial reporting. Further, we believe that these measures may be useful to investors as we are aware that certain of our significant stockholders utilize these measures to evaluate our financial performance. Finally, adjusted diluted EPS is used by the Compensation Committee of our Board of Directors in assessing the performance and compensation of substantially all of our employees, including our executive officers.

Investors are encouraged to review the reconciliation of projected adjusted diluted EPS used in the Presentation to its most directly comparable GAAP financial measures as provided within the Appendix included in the Presentation. However, with the exception of projected adjusted diluted EPS, we have not provided a quantitative reconciliation of projected non-GAAP measures, including adjusted gross margin, adjusted operating expenses, adjusted interest expense, adjusted effective tax rate, underlying cash flows and underlying growth. Not all of the information necessary for quantitative reconciliation is available to us at this time without unreasonable efforts. This is due primarily to variability and difficulty in making accurate detailed forecasts and projections. Accordingly, we do not believe that reconciling information for such projected figures would be meaningful.

The information in this Item 7.01 and in Exhibit 99.1 attached hereto shall not be deemed to be "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 contained in this Item 7.01 and in Exhibit 99.1 attached hereto shall not be incorporated into any registration statement or other document filed by the Registrant with the U.S. Securities and Exchange Commission under the Securities Act of 1933, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Investor Presentation of Endo International plc, dated January 11, 2016

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ENDO INTERNATIONAL PLC  
(Registrant)

By: /s/ Matthew J. Maletta

Name: Matthew J. Maletta

Title: Executive Vice President,  
Chief Legal Officer

INDEX TO EXHIBITS

Exhibit  
Number

Description

99.1 Investor Presentation of Endo International plc, dated January 11, 2016

**Endo International plc**

**34<sup>th</sup> Annual J.P. Morgan  
Healthcare Conference**

January 11, 2016



## Forward Looking Statements; Non-GAAP Financial Measures

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This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Canadian securities legislation. Statements including words such as “believes,” “expects,” “anticipates,” “intends,” “estimates,” “plan,” “will,” “may,” “look forward,” “intend,” “guidance,” “future” or similar expressions are forward-looking statements. Because these statements reflect our current views, expectations and beliefs concerning future events, these forward-looking statements involve risks and uncertainties. Although Endo believes that these forward-looking statements and information are based upon reasonable assumptions and expectations, readers should not place undue reliance on them, or any other forward looking statements or information in this news release. Investors should note that many factors, as more fully described in the documents filed by Endo with securities regulators in the United States and Canada including under the caption “Risk Factors” in Endo’s Form 10-K, Form 10-Q and Form 8-K filings, as applicable, with the Securities and Exchange Commission and with securities regulators in Canada on System for Electronic Document Analysis and Retrieval (“SEDAR”) and as otherwise enumerated herein or therein, could affect Endo’s future financial results and could cause Endo’s actual results to differ materially from those expressed in any forward-looking statements. The forward-looking statements in this presentation are qualified by these risk factors. Endo assumes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise, except as may be required under applicable securities law.

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This presentation may refer to non-GAAP financial measures, including adjusted diluted EPS, that are not prepared in accordance with accounting principles generally accepted in the United States and that may be different from non-GAAP financial measures used by other companies. Investors are encouraged to review Endo’s current report on Form 8-K furnished to the SEC for Endo’s reasons for including those non-GAAP financial measures in this presentation.

# Endo's Transformation in 2015: Key Milestones Achieved

## U.S. Branded Pharma

- Acquired Auxilium, revitalizing product portfolio and establishing robust, de-risked R&D pipeline
- Secured FDA approval for BELBUCA®
- Extended Voltaren® Gel licensing agreement, including AG
- Received favorable OPANA® ER IP ruling

## U.S. Generics

- Acquired Par Pharmaceutical, creating Top 4\* U.S. generics company by market share
  - Established critical mass in Gx product portfolio and tripled size of R&D pipeline
  - Focus on FTF / Paragraph IV, higher barrier-to-entry and alternative dosage products

## Int'l

- Rebased emerging market businesses for growth
  - Focused Litha on core pharmaceutical business through key divestitures and product acquisitions

## Corporate Structure & Strategy

- Divested AMS Men's Health in line with specialty pharma focus
- Continued to build out and enhance Irish infrastructure
- Generated strong underlying free cash flow in line with expectations
  - Excluding mesh liability and M&A / restructuring costs, FCF expected to approximate adj. net income
- Established basis for future double-digit organic growth and expanded margins



\* Source: IMS Health Q3 2015 MAT



# 2015 Financial Guidance

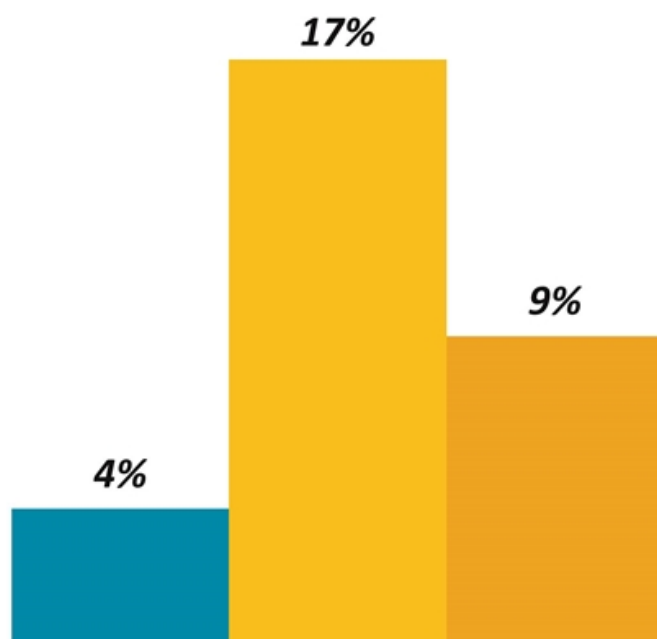
(Continuing Operations\*)

Measure	FY 2015 Guidance	Preliminary Expectations
Revenues	\$3.22B - \$3.27B	<i>At the top end of range</i>
Adjusted Gross Margin	~64%	✓
Adjusted Operating Expense to Revenue Ratio	~21.5%	✓
Adjusted Interest Expenses	~\$375	✓
Adjusted Effective Tax Rate	9% to 10%	✓
Adjusted Diluted EPS	\$4.50 to \$4.60	<i>At the top end of range</i>
Reported (GAAP) EPS	(\$3.70) to (\$3.60)	
Weighted Average Diluted Shares Outstanding	~201M	



\* Continuing Operations includes Endo and Par and excludes ASTORA (formerly known as AMS Women's Health)

## 2015 Estimated Underlying Full-Year Revenue Growth



**U.S. Branded:** Underlying growth includes Auxilium pro forma results and "same store sales" for 2014 acquisitions; excludes LIDODERM® and Actavis Royalty.

**U.S. Generics:** Underlying growth includes "same store sales" for 2014 and 2015 acquisitions and excludes sales of LIDODERM® AG.

### Estimated / Preliminary Underlying Growth

■ U.S. Branded ■ U.S. Generics ■ Endo Enterprise



Note: for International, underlying growth is on a CER basis, "same store sales" for Aspen acquisition, and excludes current and prior year Litha Medical, Vaccines and divested / discontinued products

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## Endo's Execution & Growth in 2016: Key Priorities for the Year

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### U.S. Branded Pharma

- Strong commercial launch of BELBUCA™
- Continued growth for XIAFLEX® in approved indications
- Advancement of XIAFLEX® R&D pipeline

### U.S. Generics

- Seamless integration of Par Pharmaceutical
  - Achieve on-target and on-time synergy capture
  - Maintain pipeline momentum
  - Continue to drive double-digit growth and enhance margins through portfolio prioritization and COGS improvement
  - Continue to build out Irish infrastructure to support supply chain

### Int'l

- Further expansion of margins and constant currency underlying growth rates for emerging markets

### Corporate Structure & Strategy

- Continue to de-lever through strong underlying cash flows while continuing to make progress toward narrowing mesh liability "tail"



# BELBUCA™:

## First & Only Buprenorphine Buccal Film for Chronic Pain

### Product Profile

- Combines proven efficacy & established safety profile of buprenorphine with a novel delivery system that adds convenience and flexibility
- Seven dosage strengths, allowing for flexible dosing and individualized treatment

### Launch Preparation

- Launch anticipated in February 2016
- More than doubling pain sales force; recruiting substantially complete
- Formulary discussions progressing well: 2/3 of patient lives covered expected at launch
- Priced competitively with Butrans®, NUCYNTA® ER, OxyContin® and OPANA® ER

### Optimistic About Product Potential & Growth

- 21.2 million Long Acting Opioid (LAO) total Rxs annually
- LAO market = \$4.7 billion annually
- Endo projects sales of BELBUCA™ to be **>\$250M** in 2019



Source: IMS Health data, Last Twelve Months ended November 30, 2015

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### Currently Approved Indications

- **XIAFLEX® for Peyronie's Disease and Dupuytren's Contracture:**
  - YTD demand growth of 44% (through November 30, 2015)
  - Continuing momentum as we move into 2016
  - Represent market growth opportunities: both conditions currently underdiagnosed and undertreated; multi-pronged sales & marketing campaigns kicking off in Q1

### Near-Term R&D Pipeline

- **Cellulite: Productive FDA meeting in December 2015**
  - Phase 2b clinical trial initiation expected in the near-term
  - Partnership interest increasing; discussions ongoing
- **Adhesive Capsulitis: FDA meeting expected in Q1 2016**
  - Trial initiation anticipated after that discussion
- **Dupuytren's Nodules: FDA meeting scheduled for Jan. 19, 2016**
  - Registration trial initiation anticipated in mid-2016

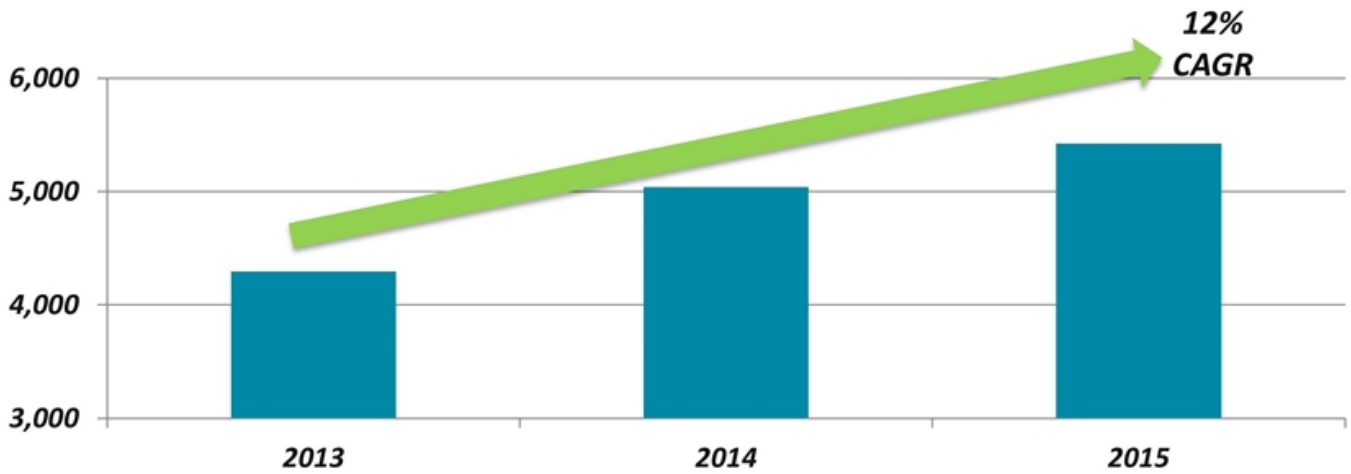
### Long-Term R&D Programs

- **>12 additional potential indications, including:**
  - Canine Lipoma, Plantar Fibromatosis, Lateral Hip Fat (already opted-in)
  - Human Lipoma, Capsular Contracture of the Breast, Uterine Fibroids, Dercum's Disease, Knee Arthrofibrosis, Urethral Strictures, Hypertrophic Scars & Keloids and others



# Voltaren® Gel: Building a Successful Brand

Total Voltaren® Gel Prescriptions (000s)



- Strong position for future growth: extension of exclusive U.S. licensing through 2023 announced in December 2015
  - Most prescribed FDA-approved topical NSAID for the relief of osteoarthritis pain
  - Same underlying royalties on U.S. net sales as previous licensing agreement
  - Contingent payments only if no generic entry
  - Endo has the right to launch Authorized Generic

# U.S. Generic Pharmaceuticals: Driving Organic Growth



## 2015 Progress & Milestones

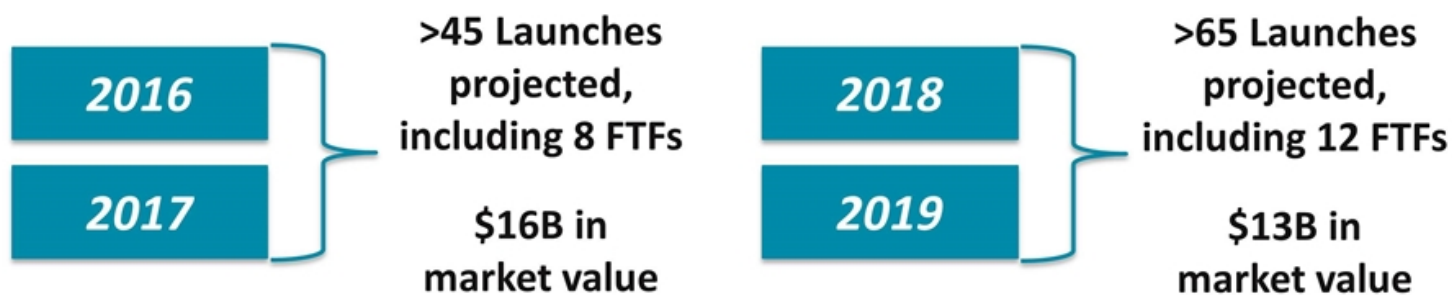
- 24% underlying growth 2015 YTD through Q3
  - Driven by volume and product mix
- Acquisition drove enhanced efficiency and corporate structure
  - On track to achieve \$175M in financial synergies
- Expanded portfolio, pipeline and manufacturing capabilities

## 2016 Outlook

- Projected double-digit underlying growth
  - Revenue: double-digit CAGR for pro forma revenue in the near- to mid-term
  - Ongoing pipeline & portfolio optimization process
- Durable pipeline fueling launches in 2016-2019
  - >110 launches expected, representing ~\$30B in market value
    - Includes 20 FTF opportunities
  - Key **First-to-File** generic launches could include:
    - Zetia<sup>®</sup>, Seroquel<sup>®</sup>, Afinitor<sup>®</sup>, Zytiga<sup>®</sup>, Ciprodex<sup>®</sup> and Kuvan<sup>®</sup>



# U.S. Generic Pharmaceuticals: Visibility Into Future Launches & Growth Drivers



## Select Potential Product Launch Highlights (2016-2019)

### First-To-Files

Zetia® \$2B  
Seroquel® XR \$1.3B

Kuvan® \$100M  
Zytiga® \$1.1B \* (250mg)  
Ciprodex® \$400M

Afinitor® \$900M (exc. 10mg)  
Samsca® \$100M

### Limited Competition

Exelon® \$600M  
Crestor® \$5.8B

Epiduo® \$350M  
Adderal® \$900M  
Travatan Z® \$500M

### Other Potential Launches

~100 Products  
\$15B in Market Value

*Robust growth expected in injectables*





## International Pharmaceuticals: Transforming Emerging Markets, Accelerating Growth



- Projecting substantially improved adjusted operating margins
- High single-digit underlying revenue growth expected in 2016



- Transformed into a core pharmaceuticals business
  - Acquisition of product portfolio from Aspen closed in Q3 2015 bringing 60 new products and 70 R&D programs
  - Divestiture of device, vaccine and additional non-core, low-margin product lines expected to close in early 2016
- Projecting substantially improved adjusted operating margins
- Double-digit underlying revenue growth expected in 2016



# 2016 & Beyond: The Endo Growth Story

## A Leading Global Specialty Pharma Co

- Enhanced corporate profile, scope, size and manufacturing capabilities fuel robust and sustainable growth:
  - U.S. Branded Pharmaceuticals
  - U.S. Generics (Top 4 U.S. business by market share\*)
  - International

## Focus on Value Creation

- 2016 guidance: Adjusted EPS **at least \$5.85 to \$6.15**;
- Robust underlying cash flow expected to lead to rapid de-levering back to 3-4x net debt to EBITDA

## Differentiated Operating Model

- No product >6% of overall revenue
  - Focus on differentiated and specialty products with strong IP positions, alternative dosages / delivery systems
- Strong, expanding and de-risked R&D pipeline capable of fueling long-term organic growth

## Achieving Sustainable Growth

- Double-digit underlying growth rate
- Increasing operating margins
- Favorable effective tax rate projected leading to strong cash flow conversion



\* Source: IMS Health Q3 2015 MAT

# Appendix



## Reconciliation of Non-GAAP Measures

### Reconciliation of Projected GAAP Diluted Earnings Per Share from Continuing Operations to Adjusted Diluted Earnings Per Share from Continuing Operations Guidance for 2015

	Year Ending			
	December 31, 2015			
		Lower End	To	Upper End
Projected GAAP diluted earnings per ordinary share from continuing operations	\$	(3.70)	To	\$ (3.60)
Upfront and milestone-related payments to partners		0.08		0.08
Amortization of commercial intangible assets, fair value inventory step-up and certain excess manufacturing costs that will be eliminated pursuant to integration plans		3.87		3.87
Acquisition related, integration and restructuring charges and certain excess costs that will be eliminated pursuant to integration plans		1.32		1.32
Asset impairment charges		4.98		4.98
Charges for litigation and other legal matters		0.04		0.04
Interest expense adjustment for non-cash interest, loss on extinguishment of debt and other treasury related items		0.27		0.27
Exclusion of dilutive securities due to GAAP net loss		(0.08)		(0.08)
Tax effect of pre-tax adjustments at the applicable tax rates and certain other expected tax savings including acquired tax attributes		(2.28)		(2.28)
Projected Adjusted diluted earnings per ordinary share from continuing operations	\$	4.50	To	\$ 4.60



## Reconciliation of Non-GAAP Measures

### Reconciliation of Projected GAAP Diluted Earnings Per Share from Continuing Operations to Adjusted Diluted Earnings Per Share from Continuing Operations Guidance for 2016

	Year Ending			
	December 31, 2016			
	Lower End			Upper End
Projected GAAP diluted earnings per ordinary share from continuing operations	\$	2.00	To \$	2.30
Upfront and milestone-related payments to partners		0.01		0.01
Amortization of commercial intangible assets and fair value inventory step-up		3.32		3.32
Acquisition related, integration and restructuring charges and certain excess costs that will be eliminated pursuant to integration plans		0.32		0.32
Tax effect of pre-tax adjustments at the applicable tax rates and certain other expected tax savings including acquired tax attributes		0.20		0.20
Projected Adjusted diluted earnings per ordinary share from continuing operations	\$	5.85	To \$	6.15

The Company's guidance is being issued based on certain assumptions including:

- Certain of the above amounts are based on estimates and there can be no assurance that Endo will achieve these results
- Includes all completed business development transactions as of November 5, 2015



**Endo International plc**

**34<sup>th</sup> Annual J.P. Morgan  
Healthcare Conference**

January 11, 2016



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