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

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): March 17, 2016

ENDO INTERNATIONAL PLC
(Exact Name of Registrant as Specified in Its Charter)

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

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 March 17, 2016, the Registrant intends to make an investor presentation at the *Barclays Global 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.

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; certain 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; certain 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 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 the non-GAAP financial measures 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.

Exhibit
Number

Description

99.1 Investor Presentation of Endo International plc, dated March 17, 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

Dated: March 17, 2016

INDEX TO EXHIBITS

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Description

99.1 Investor Presentation of Endo International plc, dated March 17, 2016

Endo International plc

**Barclays Healthcare
Conference**

March 17, 2016



Forward Looking Statements; Non-GAAP Financial Measures

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.

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. Except as noted on Form 8-K, reconciliation of non-GAAP financial measures to the nearest comparable GAAP amounts have been provided within the appendix at the end of this presentation.



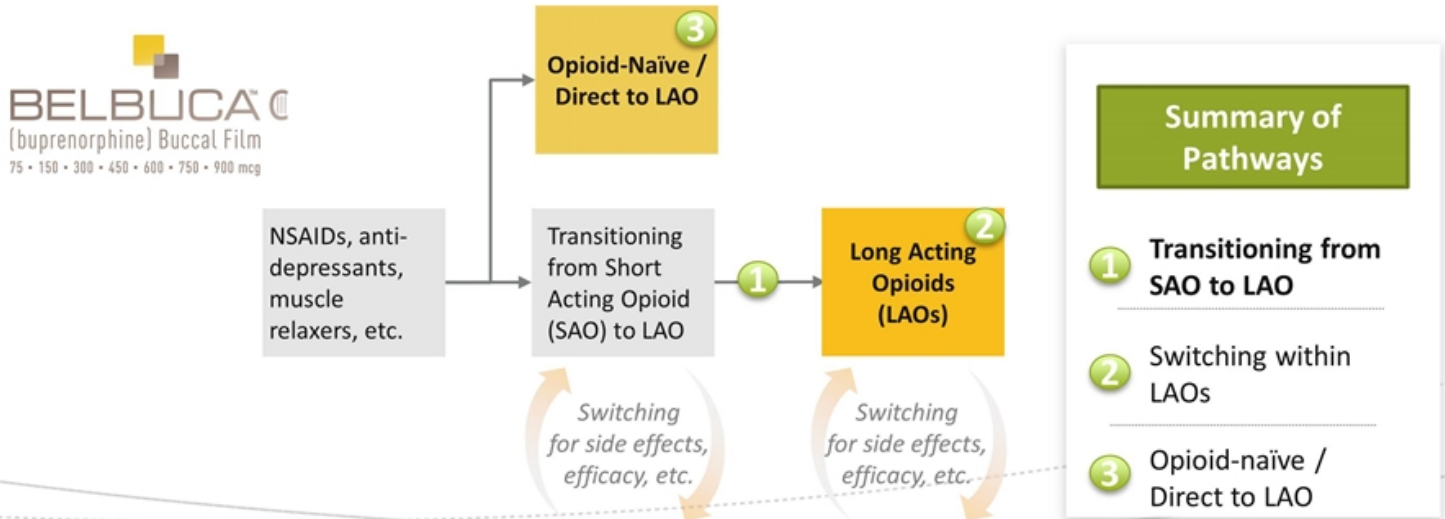
Endo's Execution & Growth in 2016: Key Priorities for the Year



- 1 Strong commercial launch of BELBUCA™
- 2 Continued growth for XIAFLEX® in approved indications
- 3 Generics integration and continued growth
- 4 Advancement of XIAFLEX® R&D pipeline
- 5 Continued Par pipeline momentum and productivity
- 6 Continued de-levering
- 7 Underlying growth in emerging markets

U.S. Branded: BELBUCA™ Treatment Pathways & 2016 Expectations

- Schedule III product – offers proven efficacy and safety of buprenorphine with buccal film technology
 - May help reduce the potential for misuse and potentially lessen the incidence of certain side effects
- 2016 revenue cadence expectations
 - Early 2016 investment and ramp; revenue will be recognized based on demand
 - As expected, no material Q1 revenue projected



U.S. Branded: Opioids & the CDC Guidelines

- Committed to the responsible prescribing and use of opioid products
- CDC guidelines are voluntary and exclude cancer and palliative care; physicians must be able to treat the unique needs of each individual patient
- Too early to make a determination of any potential impact of the CDC guidelines
- Endo offers a range of pain treatment medications:
 - Actively supporting abuse deterrent formulation (ADF) technology development, anti-diversion and product monitoring programs
 - Immediate Release (IR) opioid products = ~\$400m projected revenue in 2016
 - Extended Release (ER) opioid products (OPANA® ER) = ~\$175m in 2015 revenue
 - BELBUCA Schedule III Long-Acting opioid product launched in February 2016

U.S. Branded: XIAFLEX® Growth Initiatives

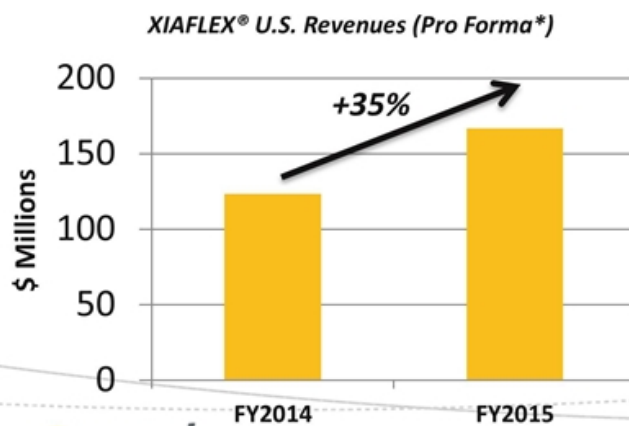
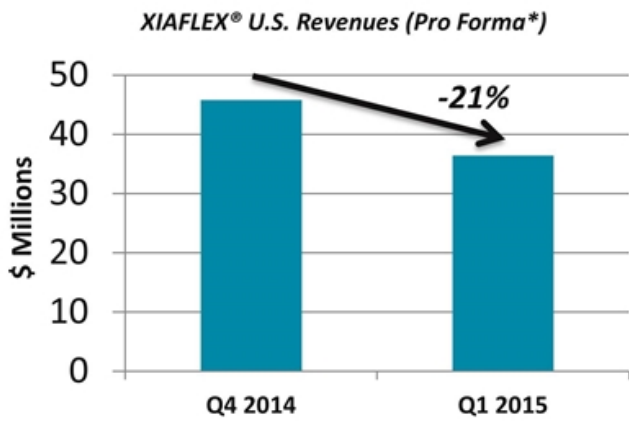
- XIAFLEX® growth initiatives underway
 - **ASK ABOUT THE CURVE** campaign
 - More than tripling speaker program events in 2016; engagement and attendance have been very strong
 - Enhanced physician targeting
 - Modest price increase effective March 1, 2016 with volume-based discount program
 - No major impact on ASP expected



Jerry Punch, MD
Nationally-recognized sports announcer



U.S. Branded: XIAFLEX® 2016 Cadence & Expectations

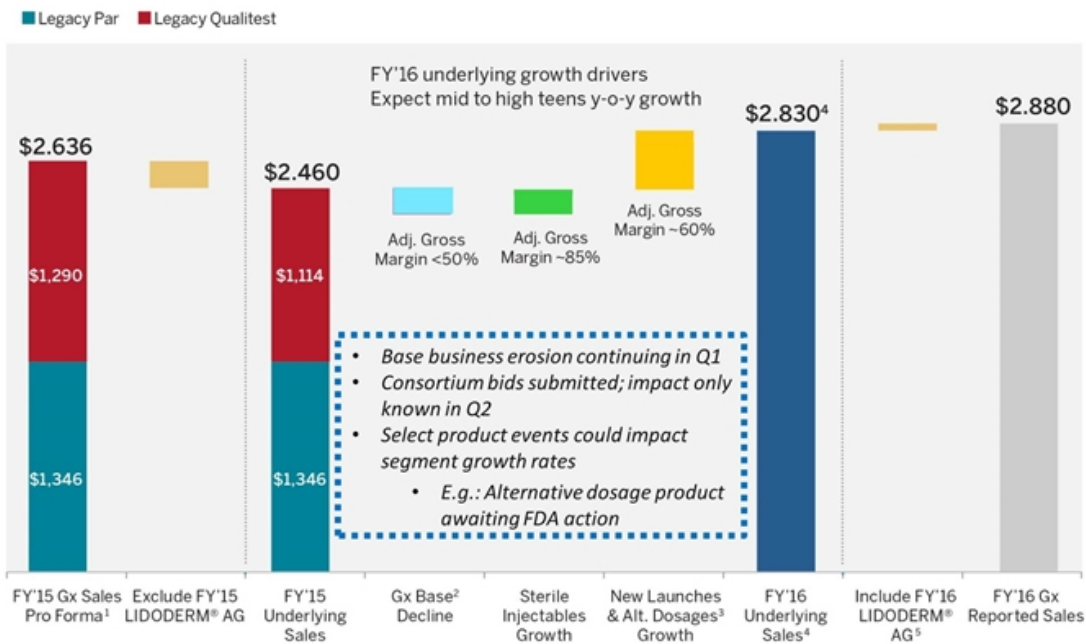


- Project double-digit revenue growth for 2016 vs. 2015
- Seasonal Q1 2016 step-down expected
 - Patient trends & deductibles
 - Normal inventory fluctuations
- Expect 2H 2015 and 1H 2016 activities to drive growth in 2H 2016
- Leading performance indicators trending positively for Q1 2016
 - DTC campaign traction is strong:
 - TV and radio Public Service Announcement (PSA) being aired nationwide
 - Jerry Punch radio news release played >4,000x
 - Visitors spending 8x more time on site than avg
 - Increase in REMS enrollment
 - Increase in new physicians writing prescriptions



* Pro forma 2015 revenues include one month of revenues from Auxilium (prior to acquisition by Endo)

U.S. Generics: 2016 Projected Growth Drivers



USD amounts in billions. Size of bars are illustrative only

¹ Includes FY'15 legacy Par Generic revenues only; excludes legacy Par Branded FY'15 revenues

² Gx Base includes Solid Oral-ER, Solid Oral - IR, and Pain/Controlled Substances categories

³ Alternative Dosages = Liquids, Semi-solids, Patches (ex-LIDODERM® AG), Powders, Ophthalmics, Sprays & Launches

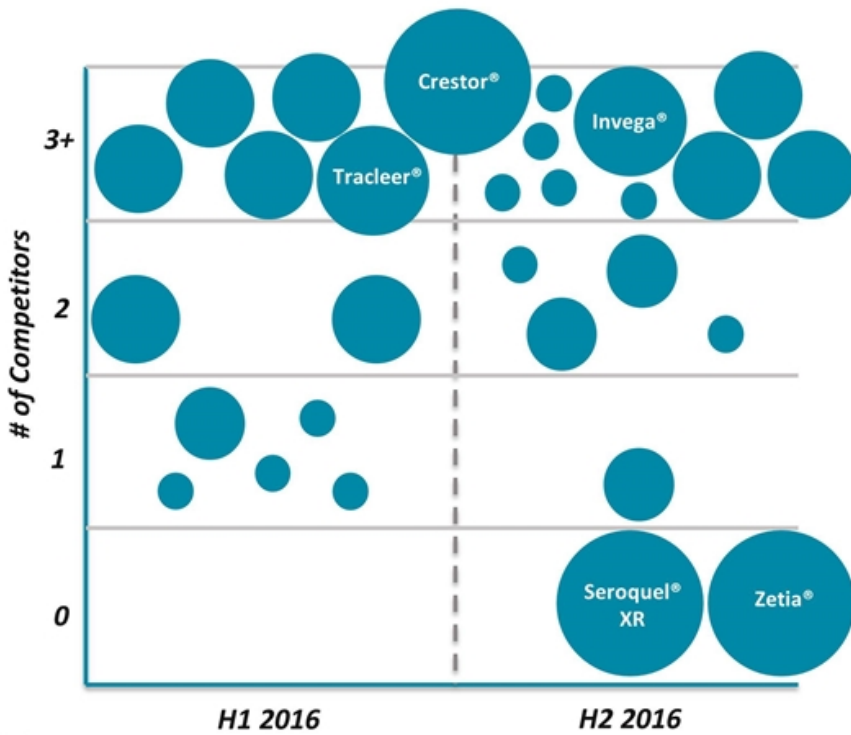
⁴ Estimated FY'16 Generic underlying sales uses a 15% year-over-year growth rate vs. FY'15 underlying sales; excludes Par Branded revenue

⁵ Estimated FY'16 LIDODERM® AG based on internal Endo estimate



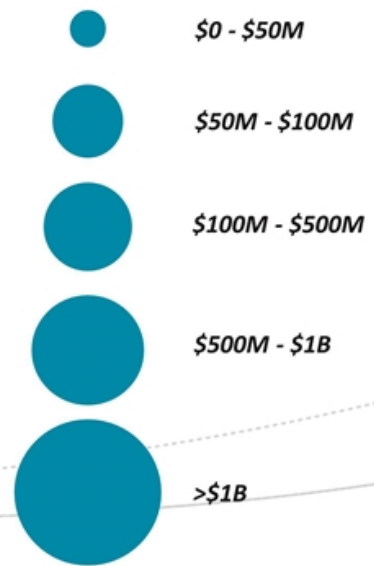
U.S. Generics: 2016 Product Launch Expectations

U.S. Generics: Anticipated 2016 Product Launches



- ~30 product launches expected
 - 4 First-to-File products
 - 2 Alternative dosage products
 - 9 Sterile injectable products

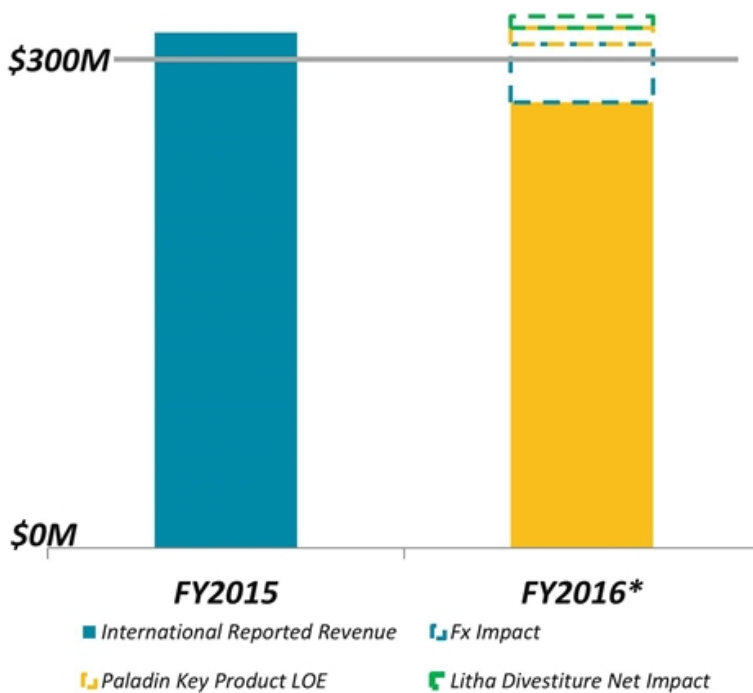
MARKET VALUE*



* Market value defined by IMS sales for 12 months ended June 30, 2015

International: 2016 Expectations

International: Reported Revenues



- Reported revenue expected to decline 2016 vs. 2015 due to:
 - Stronger U.S. dollar - current exchange rates assumed for foreign currency conversion
 - Product divestitures and LOEs
- Q1 2016 expectations:
 - Seasonality and historical stocking fluctuations
- Double-digit underlying growth rate projected for emerging markets (Litha and SOMAR)
 - Adjusted operating margins >20% expected in 2016
- Absolute EBIT projected to remain consistent 2016 vs. 2015



* 2016 represents Endo projection for reported revenues

Endo: Tax Rate Trends

	2014	2015	2016
Cash Tax Rate	-10%	-2%	Negative*
Adjusted Effective Tax Rate (ETR) <i>Provided by company in adjusted financial results & guidance</i>	22%	4%	9% - 11%

- Adjusted ETR approach:
 - Apply statutory tax rates to adjusted pre-tax income earned in a respective jurisdiction
 - Impacted by overall tax planning and available attributes in those respective jurisdictions
- Adjusted ETR is representative of the operational tax rate moving forward and reflects:
 - Tax impact of adjustments to GAAP income
 - Tax savings from acquired tax attributes
 - The removal of potentially distortive items, as outlined in press releases, 10Qs and 10Ks



* Endo expectation for 2016 cash tax rate

2016: Q1 Considerations

- **U.S. Branded**
 - Project a step-down in Q1 revenues vs. Q4 2015 due to expected seasonality
 - Early investment in the early ramp of BELBUCA™
 - Early investment in XIAFLEX® marketing and DTC
- **U.S. Generics**
 - Erosion in Generics Base business continuing in Q1
 - Q1 2015 included exclusivity of generic EXFORGE®
 - Consortium bids submitted; impact only known in Q2
 - Select product events could impact segment growth rates
 - For example: alternative dosage product awaiting FDA action
- **International**
 - Seasonality and historical stocking fluctuations expected
 - Overall reported income in 2016 projected to be lower than 2015 due to FX, divestitures and Paladin LOEs

2016 Financial Guidance (Continuing Operations*)

Measure	FY 2016 Guidance		Q1 2016 Latest View Implied
Revenues	\$4.32 – \$4.52B		~\$928M – \$972M
	^{1H}	^{2H}	
	~21-22%	~24%	~54%
Adjusted Gross Margin	63% - 65%		
Adjusted Operating Expense to Revenue Ratio	19.5% - 20%		
Adjusted Interest Expenses	~\$455M		
Adjusted Effective Tax Rate	9% - 11%		
Adjusted Diluted EPS	\$5.85 - \$6.20		~\$1.02 – \$1.08
	^{1H}	^{2H}	
	~17-18%	~25%	~57%
Reported (GAAP) EPS	\$2.25 - \$2.60		
Weighted Average Diluted Shares Outstanding	~224M		



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

* 1H and 2H %s based on midpoint of guidance range

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Q&A



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 2016

	Year Ending			
	December 31, 2016			
		Lower End		Upper End
Projected GAAP diluted earnings per ordinary share from continuing operations	\$	2.25	To \$	2.60
Upfront and milestone-related payments to partners		0.02		0.02
Amortization of commercial intangible assets and fair value inventory step-up		3.58		3.58
Acquisition related, integration and restructuring charges and certain excess costs that will be eliminated pursuant to integration plans		0.32		0.32
Tax on pre-tax adjustments at the applicable tax rates and savings from acquired tax attributes		(0.32)		(0.32)
Projected adjusted diluted earnings per ordinary share from continuing operations	\$	5.85	To \$	6.20

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



Endo International plc

**Barclays Healthcare
Conference**

March 17, 2016

