
**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): June 24, 2015 (June 24, 2015)

ENDO INTERNATIONAL PLC

(Exact Name of Registrant as Specified in Charter)

Ireland
(State or Other Jurisdiction
of Incorporation)

001-36326
(Commission
File Number)

Not Applicable
(IRS Employer
Identification No.)

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

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 (see General Instruction A.2. below):

- 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 8.01. Other Events.

Pricing of Notes

On June 24, 2015, Endo International plc (the “Company”) issued a press release announcing that it had priced \$1.635 billion aggregate principal amount of 6.00% senior notes due July 2023 (the “Notes”), which will be issued by its wholly-owned subsidiaries, Endo Limited, Endo Finance LLC and Endo Finco Inc., in a private offering (the “Offering”).

A copy of the press release announcing the pricing of the Offering is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

The Notes have not been registered under the Securities Act of 1933, as amended, and may not be offered in the United States absent registration or an applicable exemption from registration requirements.

Conditional Redemption of 2019 Endo Finance Notes and 2019 EHSI Notes

On June 24, 2015, the Company issued a press release announcing that (1) Endo Finance LLC and Endo Finco Inc. (collectively, the “Endo Finance Issuers”), wholly-owned subsidiaries of the Company, will redeem, subject to the satisfaction of the condition described below, all \$481,894,000 aggregate principal amount outstanding of their 7.00% Senior Notes due 2019 (the “2019 Endo Finance Notes”) on July 24, 2015 and (2) Endo Health Solutions Inc. (“EHSI”), a wholly-owned subsidiary of the Company, will redeem, subject to the satisfaction of the condition described below, all \$17,981,000 aggregate principal amount outstanding of its 7.00% Senior Notes due 2019 (the “2019 EHSI Notes”) on July 24, 2015. Each of the redemptions is conditional and subject to the delivery of moneys sufficient to pay the applicable redemption price to Wells Fargo Bank, National Association, the trustee, on the redemption date. On June 24, 2015, the conditional notices of redemption with respect to the 2019 Endo Finance Notes and the 2019 EHSI Notes, respectively, were delivered to record holders of such notes. A copy of the press release announcing the conditional redemption of the 2019 Endo Finance Notes and the 2019 EHSI Notes is filed herewith as Exhibit 99.2 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 99.1 Press Release of Endo International plc, dated June 24, 2015, related to the pricing of the Offering.
- 99.2 Press Release of Endo International plc, dated June 24, 2015, related to the conditional redemption of the 2019 Endo Finance Notes and the 2019 EHSI Notes.

SIGNATURE

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.

Dated: June 24, 2015

ENDO INTERNATIONAL PLC

By: /s/ Matthew J. Maletta

Name: Matthew J. Maletta

Title: Executive Vice President,
Chief Legal Officer

Index of Exhibits

Exhibit
Number

Description

| | |
|------|---|
| 99.1 | Press Release of Endo International plc, dated June 24, 2015, related to the pricing of the Offering. |
| 99.2 | Press Release of Endo International plc, dated June 24, 2015, related to the conditional redemption of the 2019 Endo Finance Notes and the 2019 EHSI Notes. |



For Immediate Release

Investors/Media:
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Media:
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(484) 216-6829

Endo International plc Announces Pricing of Private Offering Of Senior Notes

DUBLIN, June 24, 2015– Endo International plc (NASDAQ: ENDP) (TSX: ENL) (“Endo”) today announced that Endo Limited, Endo Finance LLC and Endo Finco Inc. (collectively, the “Issuers”), its wholly-owned subsidiaries, priced \$1.635 billion aggregate principal amount of 6.00% senior notes due July 2023 at an issue price of \$1,000 per \$1,000 principal amount in connection with their previously announced private offering. The notes will be unsecured, unsubordinated obligations of Endo Limited, Endo Finance LLC and Endo Finco Inc. and will be guaranteed by certain of Endo Limited’s direct and indirect subsidiaries.

Endo intends to use the net proceeds from the offering, together with \$3.8 billion of new senior secured credit facilities and cash on hand, to (i) fund the purchase price of the previously announced acquisition of Par Pharmaceutical Holdings, Inc. (“Par”), as well as for repayments of indebtedness of Par and certain transaction expenses, (ii) refinance Endo’s existing Term Loan B Facility and (iii) redeem (a) all \$481,894,000 aggregate principal amount outstanding of the 7.00% Senior Notes due 2019 of Endo Finance LLC and Endo Finco Inc., and (b) all \$17,981,000 aggregate principal amount outstanding of the 7.00% Senior Notes due 2019 of Endo Health Solutions Inc. (collectively, the “Redemption”). Endo intends to use any remaining proceeds for general corporate purposes, including acquisitions and debt repayments.

Endo has upsized the offering of notes and its new senior secured credit facilities by a total of \$500 million and expects to use those additional net proceeds, together with cash on hand, to consummate the Redemption.

The notes and the related guarantees have not been, and will not be, registered under the Securities Act of 1933, as amended, or any applicable state or foreign securities laws, and will be offered only to qualified institutional buyers in reliance on Rule 144A, and outside the United States in compliance with Regulation S under the Securities Act. Unless so registered, the notes and the related guarantees may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. This press release will not constitute an offer to sell or a solicitation of an offer to buy any notes or any other securities.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Canadian securities legislation. These forward-looking statements include the following: Endo’s intention to offer notes, its financing plans and the use of proceeds of the proposed offering, the consummation of the proposed acquisition of Par, and the repayment and redemption of indebtedness of Endo and Par. Also, statements including words such as “believes,” “expects,” “anticipates,” “intends,” “estimates,” “plan,” “will,” “may” or similar expressions are forward-looking statements. Endo has based these forward-looking statements on its current expectations and projections about the growth of its business, its financial performance and the development of its industry. Because these statements reflect our current views, expectations and beliefs concerning future events, these forward-looking statements involve risks and uncertainties. There can be no assurance that Endo will be able to complete the proposed offering on the anticipated terms, or at all. 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 the 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 forward-looking statements contained in Endo’s Annual Report on Form 10-K. The forward-looking statements in this press release are qualified by these risk factors. These are factors that, individually or in the aggregate, could cause our actual results to differ materially from expected and historical results. 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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Endo International plc Announces Conditional Redemption of All \$499,875,000 Aggregate Principal Amount Outstanding of the Two Series of 7.00% Senior Notes due 2019

DUBLIN, June 24, 2015 – Endo International plc (NASDAQ: ENDP) (TSX: ENL) (“Endo”) today announced that (1) its wholly-owned subsidiaries, Endo Finance LLC and Endo Finco Inc., will, subject to the satisfaction of the condition described below, redeem all \$481,894,000 aggregate principal amount outstanding of their 7.00% Senior Notes due 2019 (CUSIP Nos. 29271L AB0, U2918V AB1) (the “2019 Endo Finance Notes”) on July 24, 2015 and (2) its wholly-owned subsidiary, Endo Health Solutions Inc. (“EHSI”), will, subject to the satisfaction of the condition described below, redeem all \$17,981,000 aggregate principal amount outstanding of its 7.00% Senior Notes due 2019 (CUSIP No. 29264F AG1) (the “2019 EHSI Notes” and, together with the 2019 Endo Finance Notes, the “Notes”) on July 24, 2015. Each of the redemptions is conditional and subject to the delivery of moneys sufficient to pay the applicable redemption price to Wells Fargo Bank, National Association, 150 East 42nd Street, 40th Floor, New York, New York 10017, as trustee under the indentures governing the Notes (the “Trustee”) on the redemption date.

On June 24, 2015, the conditional notices of redemption with respect to the Notes were delivered to record holders of the Notes by the Trustee.

This press release is for informational purposes only and shall not constitute an offer to purchase the Notes or any other securities.

About Endo

Endo International plc is a global specialty pharmaceutical company focused on improving patients’ lives while creating shareholder value. Endo develops, manufactures, markets and distributes quality branded pharmaceutical and generic pharmaceutical products as well as over-the-counter medications through its operating companies. Endo has global headquarters in Dublin, Ireland, and U.S. headquarters in Malvern, PA.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Canadian securities legislation. These forward-looking statements include Endo’s intention to redeem the Notes. Also, statements including words such as “believes,” “expects,” “anticipates,” “intends,” “estimates,” “plan,” “will,” “may” or similar expressions are forward-looking statements. Endo has based these forward-looking statements on its current expectations and projections about the growth of its business, its financial performance and the development of its industry. Because these statements reflect our current views, expectations and beliefs concerning future events, these forward-looking statements involve risks and uncertainties. There can be no assurance that Endo will be able to complete the proposed offering on the anticipated terms, or at all. 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 the 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 forward-looking statements contained in Endo’s Annual Report on Form 10-K. The forward-looking statements in this press release are qualified by these risk factors. These are factors that, individually or in the aggregate, could cause our actual results to differ materially from expected and historical results. 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.