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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 the earliest event reported): September 16, 2014**

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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)

**Not Applicable**  
(I.R.S Employer  
Identification No.)

**33 Fitzwilliam Square, Dublin 2 Ireland**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

**Registrant's telephone number, including area code 011-353-1-669-6634**

**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 8.01 Other Events.**

On September 16, 2014, Endo International plc (“Endo”) issued a press release announcing that it has delivered a proposal to acquire all of the outstanding shares of Auxilium Pharmaceuticals, Inc. (“Auxilium”) for a per share consideration of \$28.10 in a cash and stock transaction. As described in the press release, Endo executives will discuss the proposed transaction with analysts and investors on a conference call at 5:15 p.m. ET on September 16, 2014. Investor presentation materials for the conference call have been posted to Endo’s website. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference, and copies of the investor presentation and other documents relating to the proposal have been separately filed pursuant to Rule 425 under the Securities Act of 1933.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u>                                                |
|-----------------------|-------------------------------------------------------------------|
| 99.1                  | Press Release of Endo International plc dated September 16, 2014. |

**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.

Dated: September 16, 2014

ENDO INTERNATIONAL PLC

By: /s/ CAROLINE B. MANOGUE

Name: Caroline B. Manogue

Title: Executive Vice President, Chief Legal Officer & Company Secretary

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

99.1 Press Release of Endo International plc dated September 16, 2014.

Filed by Endo International plc (Commission File No. 001-36326)  
pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934

Subject Company: Auxilium Pharmaceuticals, Inc.  
(Commission File No. 000-50855)

The following presentation is to be used during Endo's investor presentation on September 16, 2014:

# Endo - Auxilium: Compelling Business Combination

## Endo Presents a Value Creating Proposal

September 16, 2014



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### CONTACT:

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### ENDO DELIVERS A PROPOSAL TO ACQUIRE AUXILIUM PHARMACEUTICALS FOR \$28.10 PER SHARE IN CASH AND STOCK

- *Endo's Proposal Provides Auxilium Shareholders with Substantial Premium, Immediate Cash Value, and Ongoing Participation in Endo's Global Expansion*
- *Combination would Accelerate Endo's Transformation to Leading Specialty Healthcare Company, Expand Platform for Future Organic Growth*
- *Addition of Auxilium's Leading Men's Healthcare Products and Development Portfolio would Significantly Enhance Endo's Branded Pharmaceutical Business*
- *Expected to be Immediately Accretive to Endo's Adjusted Diluted EPS*

**DUBLIN, Sept. 16, 2014** – Endo International plc (NASDAQ: ENDP) (TSX: ENL) today announced that it has delivered a proposal to acquire all of the outstanding shares of Auxilium Pharmaceuticals, Inc. (NASDAQ: AUXL) for a per share consideration of \$28.10 in a cash and stock transaction valued at \$2.2 billion.

Endo's proposal represents a premium of 31% to Auxilium's closing price on September 16, 2014 and a 40% premium to the average closing price of Auxilium shares for the previous 30 days. Under the terms of the proposal, the consideration would include an approximately equal mix of cash and Endo stock. Endo intends to fund the transaction through a combination of existing cash on hand and debt financing.

"Endo's proposal would provide Auxilium shareholders a substantial premium and immediate cash value for their investment in Auxilium, as well as the opportunity to participate in the upside potential of a leading global specialty healthcare company," said Rajiv De Silva, president and chief executive officer of Endo. "In light of the highly complementary nature of our two companies' commercial portfolios, the growth potential of Auxilium's Xiaflex® and the significant synergy opportunities, we believe this compelling strategic combination would result in and create benefits for both Endo and Auxilium shareholders, as well as for patients, customers and employees."

"This transaction is well aligned with Endo's strategy to pursue accretive, value creating organic growth opportunities," continued Mr. De Silva. "We expect that Endo's leading presence in men's health, combined with our R&D capabilities and considerable financial resources will accelerate the growth of Xiaflex® and Auxilium's other products, enhancing the value of the combined company's portfolio. Endo stands ready to engage immediately with Auxilium, complete our confirmatory diligence, negotiate a definitive agreement and complete this exciting transaction."

#### **Strategic and Financial Benefits of a Combined Endo and Auxilium**

- **Highly Complementary Portfolio to Maximize the Value of Auxilium's Commercial Products:** Auxilium's 12 approved products in urology, orthopedic and other areas are natural complements to the men's health and pain products in Endo's pharmaceuticals portfolio. Endo expects to drive increased adoption and enhance the performance of Auxilium's Xiaflex®, accelerate development of the product in potential new indications and optimize the broader portfolio of products at Auxilium. The combined company will be well positioned to drive organic growth and to capitalize on additional future strategic M&A opportunities.

- **Significant Synergy Opportunities:** Shareholders of the combined company are expected to benefit from significant synergy opportunities given the complementary nature of the companies' product portfolios and geographic locations. These synergies would be in addition to the \$75 million reduction in annual operating expenses announced by Auxilium on September 9, 2014, as part of its new corporate restructuring initiative.
- **Strong Financial Profile:** Endo would continue to have a strong financial profile with a solid balance sheet, enhanced cash flow and improved financial flexibility to continue to execute the Company's strategy. In addition, Endo expects the transaction to be immediately accretive post close and meaningfully accretive in each year thereafter.

Endo's proposal is subject to the completion of its due diligence review and the negotiation of mutually acceptable definitive transaction agreements containing customary closing conditions.

Endo executives will be discussing the proposed transaction with analysts and investors on a conference call at 5:15 p.m. ET today. The conference call can be accessed by dialing (877) 415 3186 (U.S. dial-in) or (857) 244 7329 (international dial-in) and the passcode is 46501825. A replay of the call will be available from September 16, 2014 at 9:15 p.m. ET until 11:59 p.m. ET on September 23, 2014 by dialing (888)-286-8010 (U.S./Canada) or (617)-801-6888 (international) and entering the passcode 61500777. Accompanying slides will be available on Endo's website. Endo will webcast the call to all interested parties through its website: [www.endo.com](http://www.endo.com).

Citi is serving as financial advisor to Endo, and Sullivan & Cromwell LLP is serving as its legal advisor.

## **About Endo International plc**

Endo International plc is a global specialty healthcare company focused on improving patients' lives while creating shareholder value. Endo develops, manufactures, markets, and distributes quality branded pharmaceutical, generic and device products through its operating companies. Endo has global headquarters in Dublin, Ireland, and U.S. headquarters in Malvern, PA. Learn more at [www.endo.com](http://www.endo.com).

## **ADDITIONAL INFORMATION**

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. This communication relates to a proposal which Endo International plc ("Endo") has made for a business combination transaction with Auxilium Pharmaceuticals, Inc. ("Auxilium"). In furtherance of this proposal and subject to future developments, Endo (and, if a negotiated transaction is agreed, Auxilium) may file one or more registration statements, prospectuses, proxy statements or other documents with the U.S. Securities and Exchange Commission ("SEC"). This communication is not a substitute for any registration statement, prospectus, proxy statement or other document Endo and/or Auxilium may file with the SEC in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF ENDO AND AUXILIUM ARE URGED TO READ THE REGISTRATION STATEMENT, PROSPECTUS, PROXY STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Any definitive proxy statement (if and when available) will be mailed to stockholders of Auxilium. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by Endo through the web site maintained by the SEC at <http://www.sec.gov>.

## **CERTAIN INFORMATION REGARDING PARTICIPANTS**

Endo and certain of its directors and executive officers may be deemed to be participants in any solicitation with respect to the proposed transaction under the rules of the SEC. Security holders may obtain information regarding the names and interests of Endo's directors and executive officers in Endo Health Solutions Inc.'s ("EHSI") Annual Report on Form 10-K for the year ended December 31, 2013, which was filed with the SEC on March 3, 2014, and Endo's proxy statement for the 2014 Annual General Meeting of Shareholders, which was filed with the SEC on April 29, 2014. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will also be included in any proxy statement and other relevant materials to be filed with the SEC if and when they become available.



## FORWARD-LOOKING STATEMENTS

This communication may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Canadian securities legislation. These forward-looking statements include, but are not limited to, statements regarding Endo's offer to acquire Auxilium, its financing of the proposed transaction, its expected future performance (including expected results of operations and financial guidance), and the combined company's future financial condition, operating results, strategy and plans. 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 communication. Investors should note that many factors, as more fully described in the documents filed by Endo with the SEC and with securities regulators in Canada on the System for Electronic Document Analysis and Retrieval ("SEDAR"), including under the caption "Risk Factors" in EHSI's Form 10-K and Endo's Form 10-Q and Form 8-K filings, as applicable, 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 this communication. Important factors that, individually or in the aggregate, could cause our actual results to differ materially from expected and historical results include, but are not limited to:

- the ultimate outcome of any possible transaction between Endo and Auxilium, including the possibilities that Endo will not pursue a transaction with Auxilium and that Auxilium will reject a transaction with Endo;
- if a transaction between Endo and Auxilium were to occur, the ultimate outcome and results of integrating the operations of Endo and Auxilium, the ultimate outcome of Endo's operating strategy applied to Auxilium and the ultimate ability to realize synergies;
- the effects of the business combination of Endo and Auxilium, including the combined company's future financial condition, operating results, strategy and plans;
- if a transaction between Endo and Auxilium were to occur, our ability to achieve significant upside potential for shareholders by accelerating the growth of Xiaflex<sup>®</sup>, Testim<sup>®</sup> and other products of the resultant combined company;
- our ability to sustain and grow revenues and cash flow from operations in our markets and to maintain and grow our customer base, the need for innovation and the related capital expenditures and the unpredictable economic conditions in the United States and other markets;
- the impact of competition from other market participants;
- the development and commercialization of new products;
- the effects of governmental regulation on our business or potential business combination transaction;
- the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital or credit markets;

- our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions; and
- the risks and uncertainties detailed by Auxilium with respect to its business as described in its reports and documents filed with the SEC.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. These forward-looking statements speak only as of the date hereof. 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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