

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): October 25, 2017

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
(IRS Employer
Identification No.)

**First Floor, Minerva House, Simonscourt 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On October 25, 2017, Endo International plc (the “Company”) announced the completion of the previously announced sale of all of its interests in the securities of Grupo Farmacéutico Somar, S.A.P.I. de C.V. and its subsidiaries, including their issued and outstanding ordinary shares and intercompany notes, to AI Global Investments (Netherlands) PCC Limited, acting for and on behalf of the Soar Cell (the “Purchasers”), pursuant to the terms of the purchase agreement (the “Purchase Agreement”). As previously disclosed, the Purchase Agreement was entered into on June 30, 2017, by and among the Company’s subsidiaries, Endo Somar Holdings B.V., Endo Luxembourg Finance Company I S.à r.l., Endo Global Finance LLC and Endo Luxembourg Finance Company II S.à r.l. (collectively, the “Endo Parties”), and the Purchasers. At closing, the Endo Parties received approximately \$124 million in cash (after giving effect to estimated cash, debt and net working capital purchase price adjustments).

The foregoing description of the Purchase Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Purchase Agreement, attached as Exhibit 2.1 to the Company’s Quarterly Report on Form 10-Q, as filed with the SEC on August 8, 2017 and incorporated herein by reference as Exhibit 2.1.

A copy of the press release announcing the completion of the transaction is included as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
2.1	<u>Purchase Agreement, dated as of June 30, 2017, by and among Endo Somar Holdings B.V., Endo Luxembourg Finance Company I S.à r.l., Endo Global Finance LLC, Endo Luxembourg Finance Company II S.à r.l. and AI Global Investments (Netherlands) PCC Limited, acting for and on behalf of the Soar Cell (incorporated by reference to Exhibit 2.1 of the Endo International plc Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on August 8, 2017).</u>
99.1	<u>Press Release of Endo International plc dated October 25, 2017, announcing Endo’s completion of its divestiture of Somar.</u>

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

By: /s/ Matthew J. Maletta
Name: Matthew J. Maletta
Title: Executive Vice President,
Chief Legal Officer

Dated: October 25, 2017

INDEX TO EXHIBITS

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99.1	<u>Press Release of Endo International plc dated October 25, 2017, announcing Endo's completion of its divestiture of Somar.</u>



Endo Completes Divestiture of Grupo Farmacéutico SOMAR

DUBLIN, October 25, 2017 -- Endo International plc (NASDAQ: ENDP) today announced the completion of the previously announced sale of Grupo Farmacéutico SOMAR to Advent International for a purchase price of approximately \$124 million, after giving effect to estimated cash, debt and net working capital purchase price adjustments.

“I would like to thank our SOMAR colleagues for all of their contributions to our Company and wish them continued success with Advent International,” said Paul Campanelli, President and CEO. “With the divestiture of SOMAR complete, we look forward to a continued focus on our core strengths as well as execution against our strategic priorities as a highly focused generics and specialty branded pharmaceutical company.”

About Endo International plc

Endo International plc (NASDAQ: ENDP) is a highly focused generics and specialty branded pharmaceutical company delivering quality medicines to patients in need through excellence in development, manufacturing and commercialization. Endo has global headquarters in Dublin, Ireland, and U.S. headquarters in Malvern, PA. Learn more at www.endo.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains certain “forward-looking statements,” including the statements by Mr. Campanelli, within the meaning of the Private Securities Litigation Reform Act of 1995. 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. Investors should note that many factors, as more fully described under the caption “Risk Factors” in Endo’s Form 10-K, Form 10-Q and Form 8-K filings with the Securities and Exchange Commission and as otherwise enumerated herein or therein, could individually or in the aggregate affect Endo’s future financial results and could cause Endo’s actual results to differ materially from those expressed in the forward-looking statements or from historical

results. The forward-looking statements in this press release 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 laws.

Endo International plc:

Investors/Media:
Stephen Mock
(845) 364-4833

Media:
Heather Zoumas-Lubeski
(484) 216-6829

Investors:
Nina Goworek
(484) 216-6657

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