

---

---

**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 30, 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 1.01. Entry into a Material Definitive Agreement.**

On June 30, 2017, subsidiaries of Endo International plc (“Endo” or “the Company”), 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., entered into a purchase agreement (the “Purchase Agreement”) with AI Global Investments (Netherlands) PCC Limited (“AI Global”), acting for and on behalf of the Soar Cell, to sell all of the securities of Grupo Farmacéutico Somar, S.A.P.I. de C.V. (“Somar”) and its subsidiaries, including their issued and outstanding ordinary shares and intercompany notes.

Under the terms of the Purchase Agreement, AI Global will pay an aggregate purchase price of approximately \$124 million, subject to certain cash, debt and working capital adjustments as described in the Purchase Agreement. The Purchase Agreement contains certain customary representations and warranties and certain customary covenants, including, but not limited to, covenants not to compete and not to solicit. The Purchase Agreement also provides that each of the parties to the Purchase Agreement will indemnify the other for losses arising from certain breaches of the Purchase Agreement and for certain other matters as more fully described in the Purchase Agreement.

The transaction is expected to close in the second half of 2017, pending customary regulatory approvals and satisfaction of other customary closing conditions.

The foregoing description of the Purchase Agreement and the transactions contemplated does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement itself. A copy of the Purchase Agreement will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, expected to be filed no later than August 9, 2017.

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

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On July 3, 2017, the Company announced that it had completed the previously announced sale of all of its interests in the securities of Litha Healthcare Group Proprietary Limited, including its issued ordinary shares and intercompany notes, and certain other Sub-Saharan Africa related assets, including license rights, to Acino Pharma Limited (“Acino”) pursuant to the terms of the sale agreement (the “Sale Agreement”), dated as of February 27, 2017, by and among the Company’s subsidiaries, Endo Luxembourg Finance Company I S.à r.l., Endo Luxembourg Finance Company II S.à r.l. and Endo Ventures Limited (collectively, the “Endo Parties”), and Acino. At closing, Endo received approximately \$100 million in cash (after giving effect to cash and net working capital purchase price adjustments) and may receive up to an additional \$11 million in contingent consideration.

The foregoing description of the Sale 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 Sale Agreement, attached as Exhibit 2.1 to the Company’s Quarterly Report on Form 10-Q, as filed with the SEC on May 9, 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 99.2 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 2.05. Costs Associated with Exit or Disposal Activities.**

As a result of the continued advancement of Endo’s planned sale of Somar, including Endo’s entrance into the Purchase Agreement discussed under Item 1.01 of this Current Report on Form 8-K, the Company expects to classify the assets and liabilities associated with the Somar business as held-for-sale in the Quarterly Report on Form 10-Q for the period ended June 30, 2017. The initiation of held-for-sale accounting for the Somar business, together with the aggregate purchase price agreed to pursuant to the Purchase Agreement, triggered an impairment review. Accordingly, Endo performed a preliminary impairment analysis and determined that an impairment charge is required. The current estimated pre-tax impairment charge is approximately \$100 million, which is expected to primarily impact the carrying balances of goodwill and other intangible assets. Endo will finalize its analysis and record any required impairment charges in connection with its second-quarter 2017 financial reporting close.

With the exception of the pre-tax, non-cash impairment charges described above, the Company does not expect to incur additional significant costs associated with the sale.

**Item 2.06. Material Impairments.**

The information required by this Item 2.06 is included under Item 2.05 of this Current Report on Form 8-K and is incorporated herein by reference.

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

(d) Exhibits.

<u>No.</u>	<u>Description</u>
2.1*	Sale Agreement, dated as of February 27, 2017, by and among Acino Pharma AG and the Endo Luxembourg Finance Company I S.à.r.l., Endo Luxembourg Finance Company II S.à.r.l. and Endo Ventures Limited (incorporated by reference to Exhibit 2.1 of the Endo International plc Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, filed with the SEC on May 9, 2017).
99.1	Press Release of Endo International plc dated July 5, 2017, announcing the divestiture of Somar.
99.2	Press Release of Endo International plc dated July 3, 2017, announcing Endo's completion of its divestiture of Litha.
*	Confidential portions of this exhibit (indicated by asterisks) have been redacted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request in accordance with Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

**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: July 5, 2017

## INDEX TO EXHIBITS

<u>No.</u>	<u>Description</u>
2.1*	Sale Agreement, dated as of February 27, 2017, by and among Acino Pharma AG and the Endo Luxembourg Finance Company I S.à.r.l., Endo Luxembourg Finance Company II S.à.r.l. and Endo Ventures Limited (incorporated by reference to Exhibit 2.1 of the Endo International plc Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, filed with the SEC on May 9, 2017).
<a href="#">99.1</a>	Press Release of Endo International plc dated July 5, 2017, announcing the divestiture of Somar.
<a href="#">99.2</a>	Press Release of Endo International plc dated July 3, 2017, announcing Endo's completion of its divestiture of Litha.
*	Confidential portions of this exhibit (indicated by asterisks) have been redacted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request in accordance with Rule 24b-2 of the Securities Exchange Act of 1934, as amended.



**FOR IMMEDIATE RELEASE**

### **Endo Announces Divestiture of Grupo Farmacéutico SOMAR**

**DUBLIN, July 5, 2017** — Endo International plc (NASDAQ: ENDP) today announced it has entered into a definitive agreement to sell Mexico City based Grupo Farmacéutico SOMAR to Advent International for approximately \$124 million subject to customary adjustments for cash, debt and working capital.

“Earlier this year, we disclosed our intention to divest non-core assets, including SOMAR, in order to re-direct our resources to our core areas of growth. Today, we are pleased to announce our agreement with Advent to divest SOMAR,” said Paul Campanelli, President and CEO of Endo. “SOMAR has a talented team and I want to thank them for the contributions they have made to our Company.”

“SOMAR is a leading player in the large, growing Mexican private generics market,” said Juan Pablo Zucchini, a Managing Partner and Head of the Latin American Healthcare practice at Advent International. “This investment aligns well with our healthcare sector focus in the region.” Enrique Pani, a Managing Director in Advent’s Mexico City office, added, “We look forward to working with SOMAR’s talented management team to continue growing all of the company’s business lines.”

The transaction is expected to close in the second half of 2017, subject to customary conditions, including the approval of the Mexican Competition Commission. Endo intends to classify the SOMAR assets and liabilities as held-for-sale in second-quarter 2017 and consequently expects to record an estimated pre-tax impairment charge of approximately \$100 million, primarily impacting the carrying balances of goodwill and other intangible assets. Endo will finalize its analysis and record any required impairment charges in connection with its second-quarter 2017 financial reporting close.

---

### **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](http://www.endo.com) .

### **About Grupo Farmacéutico SOMAR**

SOMAR, headquartered in Mexico City, is a leading pharmaceutical company focused on the development, manufacture and marketing of high-quality generic and branded generic products in Mexico. The company focuses on a number of key primary care market segments including dermatology medications. For more information, visit [www.gruposomar.com](http://www.gruposomar.com).

### **About Advent International**

Founded in 1984, Advent International is one of the largest and most experienced global private equity investors. The firm has completed 325 investments across 40 countries and as of March 2017 had \$39 billion in assets under management. Advent has significant experience in the healthcare sector, having deployed more than \$5.5 billion in 39 companies, including 14 businesses involved in pharmaceutical development, distribution and outsourcing. The firm is also one of the leading private equity investors in Latin America. Since 1996, it has raised more than \$6 billion in capital for the region and invested in 60 Latin American companies. Advent is committed to partnering with management teams and investing in businesses to strengthen their operations and drive revenue and earnings growth. For more information, visit [www.adventinternational.com](http://www.adventinternational.com).

## Cautionary Note Regarding Forward-Looking Statements

This press release contains certain “forward-looking statements” with respect to the proposed transaction between Endo and Advent (including expected accounting treatment and impairment charges) 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 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 our 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.

### ***Endo International plc:***

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

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

Investors:  
Nina Goworek  
(484) 216-6657

### ***Advent International:***

Mexico:  
Angélica López  
H+K Strategies  
+52 55 9177 1885  
angelica.lopez@hkstrategies.com

U.S.:  
Dana Gorman or Emily Ward  
Abernathy MacGregor  
(212) 371-5999  
adventinternational@abmac.com

###





**FOR IMMEDIATE RELEASE**

### **Endo Completes Divestiture of Litha Healthcare Group**

**DUBLIN, July 3, 2017** — Endo International plc (NASDAQ: ENDP) today announced that it has completed the previously announced divestiture of its South African based operations, Litha Healthcare Group, to Acino Pharma AG. In February 2017, Endo announced that, following a comprehensive strategic assessment and asset review, the Company determined that Litha no longer aligned with its strategy and was not considered a core asset.

At closing, Endo received approximately \$100 million in cash (after giving effect to cash and net working capital purchase price adjustments) and may receive up to an additional \$11 million in contingent consideration. During the fourth quarter of 2016, Endo recorded pre-tax impairment charges of approximately \$150 million in order to write-down Litha's net assets to their estimated fair value less cost to sell.

"Litha has a talented team and we appreciate all the contributions they have made to our Company," said Paul Campanelli, President and CEO of Endo. "We believe that Acino's presence in emerging markets makes Litha a good addition to their organization and we wish them both continued success."

#### **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](http://www.endo.com).

## About Acino Pharma AG

Acino develops, manufactures and markets high-quality pharmaceuticals for the benefit of patients in over 85 high potential emerging markets in the Middle East, Africa, the CIS region, and Latin America. Acino is headquartered in Zurich Switzerland. For additional information go to [www.acino.swiss](http://www.acino.swiss).

### Cautionary Note Regarding Forward-Looking Statements

This press release contains “forward-looking statements,” including, but not limited to, 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 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 our 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.

### *Endo International plc:*

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

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

Investors:  
Nina Goworek  
(484) 216-6657

###