
**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 10, 2014 (June 10, 2014)

ENDO INTERNATIONAL PLC

(Exact Name of Registrant as Specified in Its Charter)

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

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 5.07. Submission of Matters to a Vote of Security Holders.

- (a) On June 10, 2014, the Company held its Annual General Meeting of Shareholders in Dublin, Ireland.
- (b) Shareholders voted on the matters set forth below.

1. The proposal to elect nine directors, representing all of the members of the Board of Directors of the Company, to serve until the next Annual General Meeting of Shareholders or until their successors are duly elected and qualified was approved based upon the following votes:

Nominee	Votes For Approval	Votes Against	Abstentions	Broker Non-Votes
Roger H. Kimmel	132,064,324	613,057	32,414	5,443,035
Rajiv De Silva	132,627,489	50,638	31,668	5,443,035
John J. Delucca	132,533,547	143,934	32,314	5,443,035
Arthur J. Higgins	132,632,646	44,268	32,881	5,443,035
Nancy J. Hutson, Ph.D.	132,630,674	47,807	31,314	5,443,035
Michael Hyatt	132,013,858	662,406	33,531	5,443,035
William P. Montague	132,526,067	151,314	32,414	5,443,035
Jill D. Smith	132,627,593	50,788	31,414	5,443,035
William F. Spengler	132,531,997	144,383	33,415	5,443,035

2. The proposal to approve the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014 and to authorize the Audit Committee of the Board of Directors to determine the Auditors' remuneration was approved based upon the following votes:

Votes for approval	137,228,684
Votes against	854,371
Abstentions	69,775

3. The proposal to approve, by advisory vote, named executive officer compensation was approved based upon the following votes:

Votes for approval	131,285,375
Votes against	1,275,803
Abstentions	148,617
Broker non-votes	5,443,035

4. The proposal to approve the Amended and Restated Employee Stock Purchase Plan was approved based upon the following votes:

Votes for approval	131,645,368
Votes against	251,607
Abstentions	812,820
Broker non-votes	5,443,035

5. Such other matters as may properly come before the Annual General Meeting of Shareholders or any adjournment or postponement thereof:

None.

- (c) Not applicable.
- (d) Not applicable.

Item 8.01. Other Events.

On June 10, 2014, the Registrant prepared a slide presentation for its Annual General Meeting of Shareholders, a copy of which is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

This slide presentation includes financial measures that are not in conformity with accounting principles generally accepted in the United States. We refer to these as non-GAAP financial measures. Specifically, the release refers to statements of operations amounts, including adjusted diluted earnings per share, adjusted gross margin, adjusted operating expenses and adjusted effective tax rate.

We define adjusted diluted earnings per share (“EPS”) as diluted earnings per share, adjusted for certain upfront and milestone payments to partners; acquisition-related and integration items, net; cost reduction and integration-related initiatives; asset impairment charges; amortization of intangible assets related to marketed products and customer relationships; inventory step-up recorded as part of our acquisitions; non-cash interest expense; litigation-related and other contingent matters; certain other items that we believe do not reflect our core operating performance; the cash tax savings resulting from our recent acquisitions; and the tax effect of the pre-tax adjustments above at applicable tax rates.

We define adjusted gross margin as total revenues, less cost of revenues, adjusted for amortization of intangible assets related to marketed products; certain upfront and milestone payments to partners; cost reduction and integration-related initiatives; inventory step-up recorded as part of our acquisitions; and certain other items that we believe do not reflect our core operating performance.

We define adjusted operating expense as operating expenses, adjusted for amortization of intangible assets related to marketed products and customer relationships; certain upfront and milestone payments to partners; acquisition-related and integration items, net; cost reduction and integration-related initiatives; asset impairment charges; inventory step-up recorded as part of our acquisitions; litigation-related and other contingent matters; and certain other items that we believe do not reflect our core operating performance.

We define adjusted effective tax rate as the effective tax rate, adjusted for certain upfront and milestone payments to partners; acquisition-related and integration items, net; cost reduction and integration-related initiatives; asset impairment charges; amortization of intangible assets related to marketed products and customer relationships; inventory step-up recorded as part of our acquisitions; non-cash interest expense; litigation-related and other contingent matters; certain other items that we believe do not reflect our core operating performance; the cash tax savings resulting from our recent acquisitions; and the tax effect of the pre-tax adjustments above at applicable tax rates.

Investors are encouraged to review the reconciliation of the non-GAAP financial measures used in the slide presentation to their most directly comparable GAAP financial measures as provided within this slide presentation.

However, with the exception of projected adjusted diluted earnings per share, we have not provided a quantitative reconciliation of projected non-GAAP measures including adjusted gross margin, adjusted operating expenses and adjusted effective tax rate. 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.

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.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Slide Presentation

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/ CAROLINE B. MANOGUE
Name: Caroline B. Manogue
Title: Executive Vice President, Chief Legal Officer &
Company Secretary

Dated: June 10, 2014

INDEX TO EXHIBITS

Exhibit
Number

Description

99.1 Slide Presentation

Endo International plc

**Annual General Meeting of
Shareholders**

June 10, 2014



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 and EHSI’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 forward-looking statements contained in EHSI’s Annual Report on Form 10-K. The forward-looking statements in this presentation 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.

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 filed with the SEC for Endo’s reasons for including those non-GAAP financial measures in this presentation. Reconciliation of non-GAAP financial measures to the nearest comparable GAAP amounts have been provided within the appendix at the end of this presentation.



Today's Agenda

- Company Strategy
- First Year Progress
- Near Term Objectives and Progress
- 2014 Financial Guidance
- Summary and Q&A

Endo's strategic direction

- ➔ Build a leading global specialty healthcare company
- ➔ Focus on maximizing the value of each of our core businesses
- ➔ Participate in specialty areas offering above average growth and favorable margins
- ➔ Transform operating model to maximize growth potential and cash flow generation
- ➔ Continue our commitment to serving our patients and customers

Maximize shareholder value by adapting to market realities and customer changes

Endo Operating Model



Delivering Our Strategy – A Year in Review

- Strengthened talent and organization
- Implemented a Lean Operating Model to achieve \$325 million in savings
- Completed/initiated multiple accretive, value-creating transactions
 - Closed Boca Pharmacal, Paladin Labs and Sumavel® DosePro® deals
 - Announced acquisition of Somar
- Increased strategic focus
 - Completed the divestiture of HealthTronics
 - Agreements in principle to settle substantial majority of mesh liability
 - Sharpened R&D focus on near-term priorities
- Enhanced capital structure flexibility
- Delivering on our financial targets



Near-Term Priorities

- ➔ Meet Financial Targets
- ➔ Drive Organic Growth Through Our Core Business
- ➔ Establish New Corporate Structure
- ➔ Implement Lean Operating Model
- ➔ Complete 2-3 Near-term Accretive, Value-creating Transactions
- ➔ Increase Value of Pipeline and Launch Products
- ➔ Maximize Balance Sheet Flexibility
- ➔ Develop Organization and Culture Aligned with New Strategy
- ➔ Enhance Continued Focus on Quality, Compliance and Risk

2014 Financial Guidance

Measure	2014 Guidance
Revenues	\$2.55B - \$2.64B
Adjusted Gross Margin	63% to 65%
Adjusted Operating Expenses	Year-over-year low-double digit percentage decrease
Adjusted Interest Expenses	~\$205M
Reported (GAAP) Earnings (Loss) per share	(\$1.35) to (\$1.10)
Adjusted Diluted EPS	\$3.60 to \$3.85
Adjusted Effective Tax Rate	23% to 25%
Weighted Average Diluted Shares Outstanding	Approximately 158M



Summary Wrap-up

- Executing strategy announced in June 2013
- Reducing impact of historical challenges
 - Convertible Notes
 - Mesh liability
 - LIDODERM® loss of exclusivity
- Deploying capital to accretive, value-creating opportunities
 - Sale of HealthTronics
 - Boca Pharmacal, Paladin Labs and Sumavel® DosePro® (completed)
 - Grupo Farmaceutico Somar (announced)
- Enhancing operational focus on organic growth drivers
- Sharpening R&D focus on near-term opportunities
- Meeting our Financial Targets



Appendix



Reconciliation of Non-GAAP Measures

For an explanation of Endo's reasons for using non-GAAP measures, see Endo's Current Report on Form 8-K filed today with the Securities and Exchange Commission

Reconciliation of Projected GAAP Diluted Earnings Per Share to Adjusted Diluted Earnings Per Share Guidance for the Year Ending December 31, 2014

	Lower End of Range	Upper End of Range
Projected GAAP diluted income per common share	(\$1.35)	(\$1.10)
Upfront and milestone-related payments to partners	\$0.14	\$0.14
Amortization of commercial intangible assets and inventory step-up	\$1.51	\$1.51
Acquisition Related, Integration and Restructuring Charges	\$0.76	\$0.76
Basic to Diluted weighted average share count effect	\$0.08	\$0.08
Charges for Litigation and other legal matters	\$4.35	\$4.35
Interest expense adjustment for ASC 470-20 and other treasury items	\$0.12	\$0.12
Tax effect of pre-tax adjustments at the applicable tax rates and certain other expected cash tax savings as a result of recent acquisitions	(\$2.01)	(\$2.01)
Diluted adjusted income per common share guidance	\$3.60	\$3.85

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
- Includes all completed business development transactions as of May 1, 2014



Endo International plc

**Annual General Meeting of
Shareholders**

June 10, 2014

