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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 Earliest Event Reported): May 21, 2014 (May 21, 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 7.01. Results of Operation and Financial Condition.**

On May 21, 2014, the Registrant intends to make a slide presentation at the *UBS Global Healthcare Conference*, 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.*

**Exhibit  
Number**

**Description**

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: May 21, 2014

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**INDEX TO EXHIBITS**

Exhibit  
Number

Description

99.1 Slide Presentation

**Endo International plc**

**UBS Global Healthcare  
Conference**

May 21, 2014



## Forward Looking Statements; Non-GAAP Financial Measures

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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.

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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

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- Company Strategy and First Year Progress
- Core Business Growth
- M&A Program
- Near Term Objectives and Progress
- 2014 Financial Guidance
- Q&A

## Endo's strategic direction

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- ➔ 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

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## *Delivering Our Strategy – A Year in Review*

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- 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



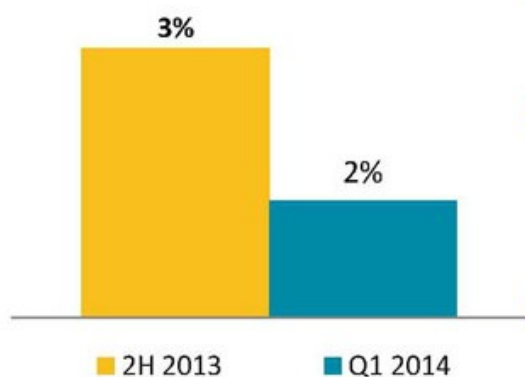
## Q1 2014 Income Statement (Adjusted)

<i>(\$M except Shares and EPS)</i>	Q1 2013	Q1 2014	Y/Y Change Favorable / (Unfavorable)
<b>Revenues</b>	\$658	\$595	(10%)
<b>Gross Margin</b>	\$449	\$399	(11%)
<i>% of Revenues</i>	68.2%	67.1%	
<b>Operating Expenses</b>	\$239	\$180	25%
<i>% of Revenues</i>	36.3%	30.2%	
<b>Operating Income</b>	\$210	\$219	5%
<i>% of Revenues</i>	31.9%	36.9%	
<b>Tax Rate (Continuing Operations)</b>	26.9%	24.2%	270 bps
<b>Adjusted Net Income</b>	\$123	\$134	9%
<b>Adjusted EPS</b>	\$1.09	\$0.92	(16%)
<b>Adjusted Diluted Shares (M)</b>	113.2	145.4	
<b>Reported (GAAP) EPS</b>	\$0.14	(\$3.41)	NM



## Drive Organic Growth – U.S. Branded Pharmaceuticals

### Branded Pharmaceuticals Core Revenue Growth

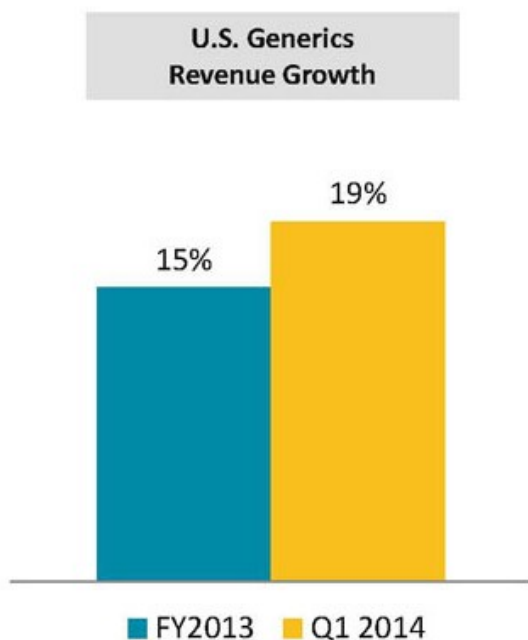


Core Excludes Lidoderm®,  
Actavis Royalty and  
OPANA® ER

- Managing successfully through Lidoderm® LOE – Launched AG
- Launched AVEED® in March; leading indicators on-track
- BEMA® Buprenorphine development meeting key milestones
- Announced acquisition of Sumavel® DosePro®

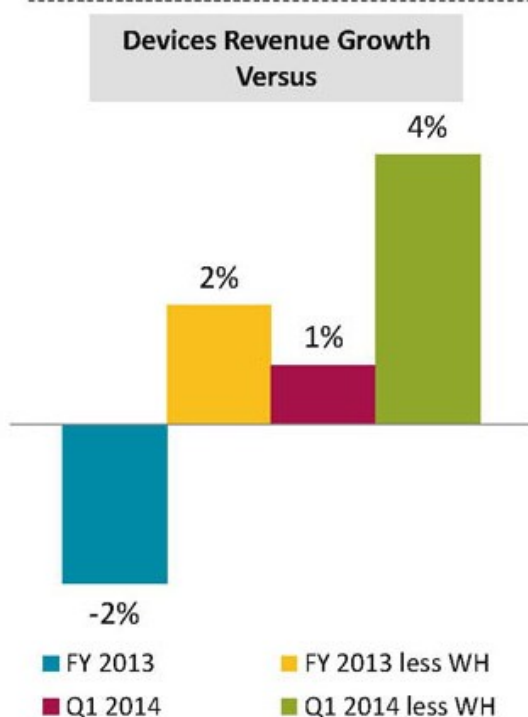
## Drive Organic Growth – U.S. Generic Pharmaceuticals

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- Successful Integration of Boca Pharmacal
- Strong prescription volumes growth in controlled substances business outpacing the market
- Conversion of high-dose APAP products to low dose successful
- Continued strong double digit growth

## Drive Organic Growth - Devices



- Continued strength in Men's Health
- Strong growth in BPH business led by increased fiber sales
- Solid growth in International
- Managing impact of market decline in Women's Health
- Accelerated process remediation plan underway

## Drive Organic Growth – International Pharmaceuticals

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- March 2014 performance on-track with internal expectations
- Established Irish Trading Company (Endo Ventures)
  - Supports ability to complete transactions through Ireland
  - Key functions in-place and actively recruiting for management positions
  - Continuing to optimize corporate structure
- Progress in Paladin business development
  - In licensing projects (e.g., Zertane™)

## Our M&A Strategy

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- Focused on near-term accretive, value creating transactions
- Rigorous evaluation governed by key financial measures
- Deal-related synergies primarily from operating improvements
- Therapeutically agnostic, but focused on specialty opportunities
- Positioned to evaluate global opportunities
- Committed to a flexible capital structure



## Recent M&A Progress – Sumavel® DosePro®

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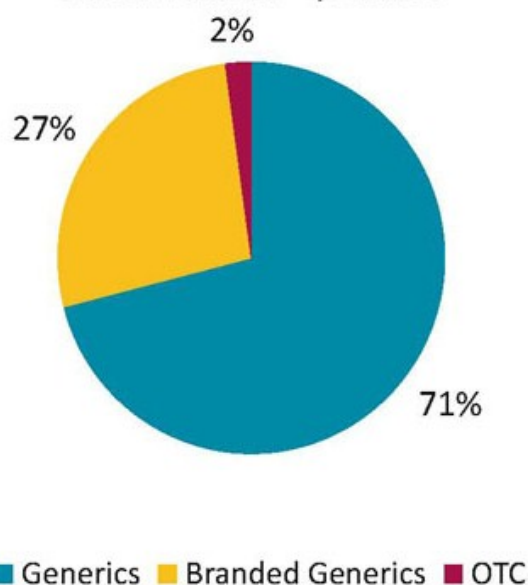


- Sumavel DosePro expands portfolio of branded pharmaceuticals products
- Logical fit with existing U.S. Branded Pharmaceuticals commercial structure
- Potential to add value through greater focus
- Announced close of acquisition on May 19, 2014.

## Recent M&A Progress – Grupo Farmaceutico Somar

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2013E Sales ~\$100M



- Creates new Latin America platform
- Builds on starting point of Paladin in Mexico
- Access to high growth emerging markets, sales and marketing, R&D and manufacturing capabilities
- Acquisition expected to close in Q3 2014

## Near-Term Priorities

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- ⇒ 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

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- 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
  - Recently raised 2014 Revenue and Adjusted EPS Financial Guidance

# Appendix



## Reconciliation of Non-GAAP Measures

Three Months Ended March 31, 2014 (unaudited)	Actual Reported (GAAP)	Adjustments	Non-GAAP Adjusted
REVENUES	\$ 594,609	\$ —	\$ 594,609
<b>COSTS AND EXPENSES:</b>			
Cost of revenues	251,961	(56,415) (1)	195,546
Selling, general and administrative	226,704	(78,665) (2)	148,039
Research and development	41,680	(10,076) (3)	31,604
Litigation-related and other contingencies	626,151	(626,151) (4)	—
Acquisition-related and integration items	45,269	(45,269) (5)	—
OPERATING (LOSS) INCOME	\$ (597,156)	\$ 816,576	\$ 219,420
INTEREST EXPENSE, NET	53,398	(5,969) (6)	47,429
LOSS ON EXTINGUISHMENT OF DEBT	9,596	(9,596) (7)	—
OTHER INCOME, NET	(6,032)	—	(6,032)
(LOSS) INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAX	\$ (654,118)	\$ 832,141	\$ 178,023
INCOME TAX	(215,421)	258,495 (8)	43,074
(LOSS) INCOME FROM CONTINUING OPERATIONS	\$ (438,697)	\$ 573,646	\$ 134,949
DISCONTINUED OPERATIONS, NET OF TAX	\$ 5,419	\$ (2,669) (9)	\$ 2,750
CONSOLIDATED NET (LOSS) INCOME	\$ (433,278)	\$ 570,977	\$ 137,699
Less: Net income attributable to noncontrolling interests	3,634	—	3,634
NET (LOSS) INCOME ATTRIBUTABLE TO ENDO INTERNATIONAL PLC	\$ (436,912)	\$ 570,977	\$ 134,065
<b>DILUTED EARNINGS PER SHARE DATA ATTRIBUTABLE TO ENDO INTERNATIONAL PLC.:</b>			
Continuing operations	\$ (3.42)		\$ 0.93
Discontinued operations	0.01		(0.01)
DILUTED (LOSS) EARNINGS PER SHARE	\$ (3.41)		\$ 0.92
DILUTED WEIGHTED AVERAGE SHARES	128,135		145,361

Notes to reconciliation of our GAAP statements of operations to our adjusted statements of operations:

1. To exclude amortization of commercial intangible assets related to developed technology of \$52,679, a step-up in inventory of \$3,581 and accruals for milestone payments to partners of \$155.
2. To exclude certain separation benefits and other costs incurred in connection with continued efforts to enhance the company's operations of \$1,201, amortization of intangible assets of \$2,515, mesh litigation-related defense costs of \$14,949 and excise tax payments of \$60,000.
3. To exclude milestone payments to partners of \$11,000 and adjustments to accruals for other costs incurred in connection with continued efforts to enhance the company's operations of \$(924).
4. To exclude the net impact of accruals primarily for mesh-related product liability.
5. To exclude acquisition and integration costs of \$45,269 associated with the Paladin, Boca and other acquisitions.
6. To exclude additional interest expense as a result of the prior adoption of ASC 470-20.
7. To exclude the unamortized debt issuance costs written off and recorded as a net loss on extinguishment of debt upon our refinancing of our term loan indebtedness.
8. To reflect the cash tax savings results from our acquisitions and dispositions and the tax effect of the pre-tax adjustments above at applicable tax rates.
9. To exclude certain items related to the HealthTronics business, which is reported as Discontinued operations, net of tax, that the Company believes does not reflect its core operating performance.



## Reconciliation of Non-GAAP Measures

Three Months Ended March 31, 2013 (unaudited)	Actual Reported (GAAP)	Adjustments	Non-GAAP Adjusted
REVENUES	\$ 658,494	\$ —	\$ 658,494
<b>COSTS AND EXPENSES:</b>			
Cost of revenues	254,381	(44,736) (1)	209,645
Selling, general and administrative	227,232	(21,267) (2)	205,965
Research and development	38,769	(5,815) (3)	32,954
Litigation-related and other contingencies	68,232	(68,232) (4)	—
Asset impairment charges	1,100	(1,100) (5)	—
Acquisition-related and Integration Items	558	(558) (6)	—
OPERATING INCOME	\$ 68,222	\$ 141,708	\$ 209,930
INTEREST EXPENSE, NET	44,276	(5,450) (7)	38,826
LOSS ON EXTINGUISHMENT OF DEBT	11,312	(11,312) (8)	—
OTHER (INCOME) EXPENSE, NET	(18,269)	19,227 (9)	958
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAX	\$ 30,903	\$ 139,243	\$ 170,146
INCOME TAX	9,250	36,558 (10)	45,808
INCOME FROM CONTINUING OPERATIONS	\$ 21,653	\$ 102,685	\$ 124,338
DISCONTINUED OPERATIONS, NET OF TAX	\$ 4,950	\$ 5,204 (11)	\$ 10,154
CONSOLIDATED NET INCOME	\$ 26,603	\$ 107,889	\$ 134,492
Less: Net income attributable to noncontrolling interests	11,254	—	11,254
NET INCOME ATTRIBUTABLE TO ENDO INTERNATIONAL PLC	\$ 15,349	\$ 107,889	\$ 123,238
<b>DILUTED EARNINGS PER SHARE DATA ATTRIBUTABLE TO ENDO INTERNATIONAL PLC.:</b>			
Continuing operations	\$ 0.19		\$ 1.10
Discontinued operations	(0.05)		(0.01)
DILUTED EARNINGS PER SHARE	\$ 0.14		\$ 1.09
DILUTED WEIGHTED AVERAGE SHARES	113,189		113,189

Notes to reconciliation of our GAAP statements of operations to our adjusted statements of operations:

- To exclude amortization of commercial intangible assets related to marketed products of \$44,736.
- To exclude certain separation benefits and other costs incurred in connection with continued efforts to enhance the company's operations of \$10,453, amortization of customer relationships of \$2,514 and mesh litigation-related defense costs of \$8,300.
- To exclude milestone payments to partners of \$2,574 and certain separation benefits and other costs incurred in connection with continued efforts to enhance the company's operations of \$3,241.
- To exclude the net impact of accruals for litigation-related and other contingencies.
- To exclude asset impairment charges.
- To exclude acquisition-related and integration costs.
- To exclude additional interest expense as a result of the prior adoption of ASC 470-20.
- To exclude the unamortized debt issuance costs written off and recorded as a net loss on extinguishment of debt upon our March 2013 prepayment on our term loan indebtedness as well as upon the amendment and restatement of our existing credit facility.
- To exclude patent litigation settlement income.
- To reflect the cash tax savings results from our acquisitions and the tax effect of the pre-tax adjustments above at applicable tax rates.
- To exclude certain items related to the HealthTronics business, which is reported as Discontinued operations, net of tax, that the Company believes does not reflect its core operating performance.





## 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**

**UBS Global Healthcare  
Conference**

May 21, 2014



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