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## **FORM 8-K**

**Shire plc - N/A**

**Filed: April 19, 2016 (period: April 18, 2016)**

Report of unscheduled material events or corporate changes.

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**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): April 18, 2016

**SHIRE PLC**

(Exact name of registrant as specified in its charter)

**Jersey, Channel Islands**  
(State or other jurisdiction of incorporation)

**0-29630**  
(Commission File Number)

**98-0601486**  
(IRS Employer Identification No.)

**5 Riverwalk, Citywest Business Campus, Dublin  
24, Republic of Ireland**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **+353 1 429 7700**

(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 (see General Instruction A.2.):

- ☐ 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The Board of Directors (the "Board") of Shire plc ("Shire") announced on April 18, 2016 that Gail D. Fosler and Albert P.L. Stroucken will each join the Board as non-executive directors conditional upon, and to become effective from, the closing of the previously announced acquisition (the "Acquisition") of Baxalta Inc ("Baxalta").

Prior to the closing of the Acquisition, Ms. Fosler and Mr. Stroucken each will continue to serve as members of the Baxalta board of directors. Their appointment to the Board is pursuant to the terms of the Agreement and Plan of Merger entered into among Shire, Baxalta, and BearTracks, Inc., a wholly owned subsidiary of Shire, which was previously announced in a Current Report on Form 8-K dated January 11, 2016.

Ms. Fosler and Mr. Stroucken will each receive compensation in accordance with Shire's Remuneration Policy for non-executive directors. No shares will be granted to them on their appointment as directors, but 25% of the fees payable to each under the Remuneration Policy will be payable in the form of shares.

**Item 7.01. Regulation FD Disclosure**

Shire has issued the press release attached hereto as Exhibit 99.1 which is incorporated by reference herein. The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Although Shire, as a foreign private issuer, is not subject to Regulation FD, Shire has elected to furnish voluntarily the information herein under Item 7.01.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits. The following exhibit is furnished herewith:

99.1 Press Release dated April 18, 2016

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## SIGNATURE

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.

### Shire plc

By: /s/ W R Mordan

Name: Bill Mordan

Title: Company Secretary

Date: April 18, 2016

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated April 18, 2016

# Press Release



[www.shire.com](http://www.shire.com)

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION. PLEASE SEE THE IMPORTANT NOTICE WITHIN THIS ANNOUNCEMENT.

18 April 2016

**Shire plc**  
**("Shire")**

## **Publication of Circular, Notice of General Meeting and Prospectus and Directorate Change**

### *Publication of Circular, Notice and Prospectus*

Further to the announcement made on 11 January 2016 of the proposed combination of Shire with Baxalta Incorporated ("**Baxalta**") (the "**Proposed Merger**") to create the "**Combined Group**"), Shire announces that the UK Listing Authority has approved a Class 1 Circular and a Prospectus in relation to the Proposed Merger dated 18 April 2016.

The Circular contains a notice of general meeting (the "**General Meeting**") of Shire to vote on the resolutions required to approve and implement the Proposed Merger and related matters. These resolutions will require approval by a simple majority (in the case of resolutions 1 and 2, being ordinary resolutions) or 75% (in the case of resolutions 3 and 4, being special resolutions) of the Shire shareholders present and voting (in person or by proxy) at the General Meeting.

Copies of the Circular and related documents will be circulated in hard copy to those Shire shareholders who have elected to receive them in such form (and other Shire shareholders will be sent notification that the Circular and other related documents, including the Prospectus, are available online at <http://investors.shire.com/shire-proposed-combination-with-baxalta>).

The General Meeting will be held at 8 a.m. on 27 May 2016 at The Merrion Hotel, Merrion Street Upper, Dublin 2, Ireland.

Copies of the Circular and the Prospectus are available for inspection at Shire's registered office at 22 Grenville Street, St Helier, Jersey JE4 8PX and at the offices of Slaughter and May, One Bunhill Row, London, EC1Y 8YY during normal business hours on any business day with effect from today and up to and including the conclusion of the Proposed Merger.

Copies are also available for inspection on the UK Listing Authority's National Storage Mechanism at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

#### *Directorate Change*

Shire is also pleased to announce the conditional appointment of Gail D. Fosler and Albert P.L. Stroucken as non-executive directors of Shire, each of whom currently serves on the Board of Baxalta. These appointments are conditional upon, and will take effect from, completion of the Proposed Merger. Following Ms. Fosler and Mr. Stroucken's appointment, the Board of the Combined Group will comprise 12 directors, including 10 non-executive directors, a majority of whom will be independent non-executive directors.

Susan Kilsby, Chairman of Shire, commented:

"Ms. Fosler and Mr. Stroucken will bring significant experience to the Shire Board, each having served as a member of the Boards of Baxalta and Baxter International Inc., as well as having distinguished personal careers. I personally look forward to working with each of them and the other members of the Shire Board to continue to deliver value to our patients, physicians, shareholders and other stakeholders as the global leader in rare diseases and other specialty conditions."

Wayne T. Hockmeyer, Ph.D., who had previously indicated that he would be willing to serve in the role of Deputy Chairman of Shire, has elected not to serve on the Board of the Combined Group.

Wayne T. Hockmeyer, Chairman of Baxalta, commented:

"It is with significant regret that I have made the decision, due to personal and family reasons, to withdraw myself from consideration for appointment to the Board of Shire following the anticipated close of the company's combination with Baxalta. I remain supportive and enthusiastic about the Combined Group, the talent that exists across both companies and the potential that will exist, following Completion, to help even more patients and their families."

Ms. Kilsby further commented:

"Speaking on behalf of the Shire Board, we respect Dr. Hockmeyer's decision to withdraw from consideration for personal reasons and wish him well."

#### *Details of the new Shire directors*

Gail D. Fosler

Ms. Fosler is President of The GailFosler Group LLC, a strategic advisory service for global business leaders and public policy makers, which she has led since 2010. Prior to that, Ms. Fosler spent more than 20 years at The Conference Board, a global research and business membership organization, where she held several positions including President, Executive Vice President and Chief Economist. Ms. Fosler currently serves as a director of Baxalta and of Swiss Reinsurance America Corporation, and as Chairman of Deschner Corporation. Previously, Ms. Fosler served as a director of Baxter International Inc and Caterpillar Inc.

Albert P.L. Stroucken

Mr. Stroucken is Executive Chairman of Owens-Illinois Inc, a glass packaging company, having served as Chairman, President and Chief Executive Officer from 2006 until 2015. Between 1998 and 2006 Mr. Stroucken served as President and Chief Executive Officer, and then Chairman, of H.B. Fuller Company, a manufacturer of adhesives, sealants, coatings, paints and other specialty chemicals. From 1997 to 1998 he was General Manager of the Inorganics Division of Bayer AG. From 1992 to 1997 Mr. Stroucken was Executive Vice President and President of the Industrial Chemicals Division of Bayer Corporation. Mr. Stroucken currently serves as a director of Baxter International Inc and of Baxalta.

No further information is required to be disclosed in respect of the new Shire directors pursuant to Listing Rule 9.6.13R.

#### **Enquiries:**

##### **Shire**

##### **Investor Relations**

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## About Shire

Shire enables people with life-altering conditions to lead better lives.

Our strategy is to focus on developing and marketing innovative specialty medicines to meet significant unmet patient needs.

We focus on providing treatments in Rare Diseases, Neuroscience, Gastrointestinal and Internal Medicine and are developing treatments for symptomatic conditions treated by specialist physicians in other targeted therapeutic areas, such as Ophthalmics.

[www.shire.com](http://www.shire.com)

## Advisers

Evercore Partners International LLP ("Evercore") and Morgan Stanley & Co. International plc ("Morgan Stanley") are acting as joint financial adviser and joint sponsor in connection with the Proposed Merger and related matters.

Evercore, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting as financial adviser to Shire in connection with the Proposed Merger and/or the matters referred to in this announcement and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than Shire for providing the protections afforded to clients of Evercore or for providing advice in relation to the contents of this announcement or any other matters referred to herein.

Morgan Stanley, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting as financial adviser to Shire and no one else in connection with the matters referred to in this announcement. In connection with such matters, Morgan Stanley, its affiliates and its and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person other than Shire for providing the protections afforded to their clients or for providing advice in connection with the contents of this announcement or any other matter referred to herein.

## Additional information

This communication does not constitute an offer to buy or solicitation of any offer to sell securities or a solicitation of any vote or approval. It does not constitute a prospectus or prospectus equivalent document. This communication relates to the proposed business combination between Shire and Baxalta. The proposed combination is being submitted to Shire's and Baxalta's shareholders for their consideration and approval. In connection with the proposed combination, Shire and Baxalta have published or filed relevant materials with (i) the SEC, including a Shire registration statement on Form S-4 that includes a proxy statement of Baxalta and a prospectus of Shire, and (ii) the Financial Conduct Authority (FCA) in the UK, including a prospectus relating to Shire ordinary shares to be issued in connection with the proposed combination and a circular to the shareholders of Shire. Baxalta will mail the proxy statement/prospectus to its shareholders and Shire will mail the circular to its shareholders that have elected to receive information in hard copy. This communication is not a substitute for the registration statement, proxy statement/prospectus, UK prospectus, circular or other document(s) that Shire and/or Baxalta may file with the SEC or the FCA in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF SHIRE AND BAXALTA ARE URGED TO READ CAREFULLY THE REGISTRATION STATEMENT, PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC AND THE UK PROSPECTUS AND CIRCULAR BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT SHIRE, BAXALTA AND THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of these documents (when they are available) and other related documents filed with the SEC at the SEC's web site at <http://www.sec.gov/>. Investors may request copies of the documents filed with the SEC by Shire by directing a request to Shire's Investor Relations department at Shire plc, Attention: Investor Relations, 300 Shire Way, Lexington, MA 02421 or to Shire's Investor Relations department at +1 484 595 2220 in the U.S. and +44 1256 894157 in the UK or by email to [investorrelations@shire.com](mailto:investorrelations@shire.com). Investors may request copies of the documents filed with the SEC by Baxalta by directing a request to Mary Kay Ladone at [mary.kay.ladone@baxalta.com](mailto:mary.kay.ladone@baxalta.com) or (224) 948-3371.

Unless otherwise defined, all capitalised terms in this announcement have the same meaning as those contained in the Circular and the Prospectus.

## Important Notice

The release, publication or distribution of this document in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and should observe, any applicable requirements. Any failure to comply with these requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Merger disclaim any responsibility or liability for the violation of such requirements by any person.

Unless otherwise determined by Shire, and permitted by applicable law and regulation, New Shire Shares will not be offered, directly or indirectly, in, into or from a jurisdiction where to do so would violate the laws in that jurisdiction. Accordingly, copies of this document and all documents relating to the Merger are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this document and all documents relating to the Merger (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.

The availability of the New Shire Shares to Baxalta Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.