

TEVA PHARMACEUTICAL INDUSTRIES LTD

Form F-6

November 13, 2018

Registration No. 333 -

As filed with the Securities and Exchange Commission on November 13, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY

AMERICAN DEPOSITARY RECEIPTS

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

(Exact name of issuer of deposited securities as specified in its charter)

Not Applicable

(Translation of issuer's name into English)

Israel

(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.

(Exact name of depository as specified in its charter)

388 Greenwich Street

New York, New York 10013

(877) 248-4237

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

Teva Pharmaceuticals USA, Inc.

425 Privet Road, Horsham

Pennsylvania 1904454

Attention: Deborah Griffin

(215) 591-3000

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Joshua N. Korff, Esq.

Ross M. Leff, Esq.

Kirkland & Ellis LLP

601 Lexington Avenue

New York, New York 10022-4675 (212) 336-2301

(212) 446-4800

Herman H. Raspé, Esq.

Patterson Belknap Webb & Tyler LLP

1133 Avenue of the Americas

New York, New York 10036

It is proposed that this filing become effective under Rule 466: immediately upon filing.
on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box:

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|--|-------------------------|--|---|----------------------------|
| American Depositary Shares (“ADS(s)”), each ADS representing the right to receive one (1) ordinary share of Teva Pharmaceutical Industries Limited (the “Company”) | 1,500,000,000 ADSs | \$5.00 | \$75,000,000.00 | \$9,090.00 |

*Each unit represents 100 ADSs.

Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is

**computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of ADSs.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| <u>Item Number and Caption</u> | <u>Location in Form of American Depositary Receipt (“Receipt”) Filed Herewith as Prospectus</u> |
|--|--|
| 1. Name of Depositary and address of its principal executive office | <u>Face of Receipt</u> - Introductory Article. |
| 2. Title of Receipts and identity of deposited securities | <u>Face of Receipt</u> - Top Center. |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depositary Share ("ADSs") | <u>Face of Receipt</u> - Upper right corner. |
| (ii) The procedure for voting, if any, the deposited securities | <u>Reverse of Receipt</u> - Paragraphs (17) and (18). |
| (iii) The collection and distribution of dividends | <u>Reverse of Receipt</u> - Paragraphs (15) and (17). |
| (iv) The transmission of notices, reports and proxy soliciting material | <u>Face of Receipt</u> - Paragraph (14); <u>Reverse of Receipt</u> - Paragraphs (17) and (18). |
| (v) The sale or exercise of rights | <u>Reverse of Receipt</u> – Paragraphs (15) and (17). <u>Face of Receipt</u> - Paragraph (6); |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | <u>Reverse of Receipt</u> - Paragraphs (15), (17) and (19). |
| (vii) Amendment, extension or termination of the deposit agreement | <u>Reverse of Receipt</u> - Paragraphs (23) and (24) (no provision for extensions). |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs | <u>Face of Receipt</u> - Paragraph (14). |

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| <u>Item Number and Caption</u> | <u>Location in Form of American Depository Receipt (“Receipt”) Filed Herewith as Prospectus</u> |
|--|--|
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | <u>Face of Receipt</u> – Paragraphs (2), (4), (6), (7), (9) and (10). <u>Face of Receipt</u> – Paragraphs (8) and (12); |
| (x) Limitation upon the liability of the Depository | <u>Reverse of Receipt</u> - Paragraphs (15), (16), (19), (20) and (21). |
| 3. Fees and charges which may be imposed directly or indirectly on holders of ADSs | <u>Face of Receipt</u> - Paragraphs (8) and (11). |
| Item 2. AVAILABLE INFORMATION | <u>Face of Receipt</u> - Paragraph (14). |

Teva Pharmaceutical Industries Limited is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the U.S. Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3.

EXHIBITS

- Form of Second Amended and Restated Deposit Agreement, by and among Teva Pharmaceutical Industries (a) Limited, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares issued thereunder. — Filed herewith as Exhibit (a).
- (b) Any other agreement to which Citibank, N.A., as depositary, is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. — None.
- (c) Every material contract relating to the deposited securities between Citibank, N.A., as depositary, and the issuer of the deposited securities in effect at any time within the last three years. — None.
- (d) Opinion of counsel for Citibank, N.A., as depositary, as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. — None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of Teva Pharmaceutical Industries Limited. — Set forth on the signature pages hereto.

Item 4.

UNDERTAKINGS

(a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity to be created by the Deposit Agreement, by and among Teva Pharmaceutical Industries Limited, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 13th day of November, 2018.

Legal entity to be created by
the Deposit Agreement under
which the American
Depositary Shares registered
hereunder are to be issued,
each American Depositary
Share representing the right to
receive one (1) ordinary share
of Teva Pharmaceutical
Industries Limited

CITIBANK, N.A., solely in
its capacity as Depositary

By: /s/ Leslie A. DeLuca
Name: Leslie A. DeLuca
Title: Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Teva Pharmaceutical Industries Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Petach Tikva, State of Israel, on November 13, 2018.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

By: /s/ Deborah A. Griffin

Name: Deborah A. Griffin

Title: Senior Vice President and Chief Accounting Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each of the undersigned directors and/or officers of Teva Pharmaceutical Industries Limited, a corporation organized under the laws of Israel, hereby constitutes and appoints Kåre Schultz, Michael McClellan, David Stark and Deborah A. Griffin, and each of them singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and in his or her name, place and stead, in any and all such capacities, to sign, execute and deliver any and all amendments, including pre-effective and post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting to each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the capacities and on the dates indicated.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|--|--|--------------------|
| /s/ Kåre Schultz Kåre Schultz | President, Chief Executive Officer and Director (Principal Executive Officer) | November 13, 2018 |
| /s/ Michael McClellan Michael McClellan | Executive Vice President, Chief Financial Officer (Principal Financial Officer) | November 13, 2018 |
| /s/ Deborah A. Griffin Deborah A. Griffin | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | November 13, 2018 |
| /s/ Dr. Sol J. Barer Dr. Sol J. Barer | Chairman of the Board of Directors | November 13, 2018 |

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|--|--------------------------------|-------------------|
| /s/ Rosemary A. Crane Rosemary A. Crane | Director | November 13, 2018 |
| /s/ Amir Elstein Amir Elstein | Director | November 13, 2018 |
| /s/ Murray A. Goldberg Murray A. Goldberg | Director | November 13, 2018 |
| /s/ Jean-Michel Halfon Jean-Michel Halfon | Director | November 13, 2018 |
| /s/ Gerald M. Lieberman Gerald M. Lieberman | Director | November 13, 2018 |
| /s/ Roberto A. Mignone Roberto A. Mignone | Director | November 13, 2018 |
| /s/ Dr. Perry D. Nisen Dr. Perry D. Nisen | Director | November 13, 2018 |
| /s/ Nechemia (Chemi) J. Peres Nechemia (Chemi) J. Peres | Director | November 13, 2018 |
| /s/ Prof. Ronit Satchi-Fainaro Prof. Ronit Satchi-Fainaro | Director | November 13, 2018 |
| /s/ Deborah A. Griffin Deborah A. Griffin | Authorized U.S. Representative | November 13, 2018 |

Index to Exhibits

| <u>Exhibit Document</u> | <u>Sequentially Numbered Page</u> |
|--|---------------------------------------|
| (a) Form of Deposit Agreement | |
| (d) Opinion of counsel to the Depositary | |