

TEVA PHARMACEUTICAL INDUSTRIES LTD

Form 8-K

December 04, 2018

**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): December 4, 2018**

**TEVA PHARMACEUTICAL INDUSTRIES LIMITED**

**(Exact Name of registrant as specified in its charter)**

**Israel**  
**(State or other jurisdiction**  
**of incorporation)**

**001-16174**  
**(Commission**  
**File Number)**

**Not Applicable**  
**(IRS Employer**  
**Identification No.)**

**5 Basel Street**

**P.O. Box 3190**

**Petach Tikva 4951033, Israel**

**(Address of Principal Executive Offices, including Zip Code)**

**+972-3-914-8171**

**(Registrant's Telephone Number, including Area Code)**

**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 3.03 Material Modification to Rights of Security Holders.**

On December 4, 2018, Teva Pharmaceutical Industries Limited (the Company ) entered into a Second Amended and Restated Deposit Agreement with Citibank, N.A. (the Depository ), as depository (the Restated Deposit Agreement ), and updated the form of American Depositary Receipt (the ADR ) evidencing the American Depositary Shares ( ADSs ) issued under the terms of the Restated Deposit Agreement. The Restated Deposit Agreement restates the Company's Amended and Restated Deposit Agreement with JPMorgan Chase Bank, N.A., as depository, dated as of November 5, 2012, in its entirety. The Company entered into the Restated Deposit Agreement to appoint Citibank, N.A. as the depository in connection with the Company's ADR program and to otherwise enter into customary market terms regarding depository arrangements. Holders of the ADSs are not required to take any action at this time.

The foregoing descriptions of the Restated Deposit Agreement and the ADR do not purport to be complete and are qualified in their entirety by reference to the Restated Deposit Agreement and ADR, which are filed as Exhibits 4.1 and 4.2 hereof, respectively, and are incorporated herein by reference.

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

(d) Exhibits

Exhibit No.	Description
4.1	<u>Second Amended and Restated Deposit Agreement, by and among Teva Pharmaceutical Industries Limited and Citibank, N.A., as Depository, and the holders and beneficial owners of American Depositary Shares.</u>
4.2	<u>Form of American Depositary Receipt (included in Exhibit 4.1).</u>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

TEVA PHARMACEUTICAL INDUSTRIES  
LTD.

By     /s/ Michael McClellan  
Name: Michael McClellan  
Title: Executive Vice President, Chief  
Financial Officer

Dated: December 4, 2018