

PERRIGO Co Ltd  
Form 8-K  
November 05, 2013

**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): November 5, 2013**

**PERRIGO COMPANY LIMITED**

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

**Ireland**  
**(State of other Jurisdiction**

**of Incorporation)**

**333-190859**  
**(Commission**

**File Number)**

**33 Sir John Rogerson s Quay, Dublin 2 Ireland**

**Not Applicable**  
**(IRS Employer**

**Identification No.)**

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(Address of principal executive offices)

Registrant's telephone number, including area code: +353 1 6040031

Not Applicable

(Former name or 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))

**Item 8.01. Other Events.**

On November 5, 2013, Perrigo Company Limited (the Issuer ) issued a press release announcing that the Issuer intends to offer, in a private offering subject to market and other conditions, \$2,300,000,000 of Senior Notes due 2016, 2013, 2023 and 2043. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On November 5, 2013, the Issuer issued a press release announcing that it had priced an offering of \$2,300,000,000 aggregate principal amount of senior notes, consisting of \$500,000,000 aggregate principal amount of 1.30% Senior Notes due 2016, \$600,000,000 aggregate principal amount of 2.30% Senior Notes due 2018, \$800,000,000 aggregate principal amount of 4.00% Senior Notes due 2023 and \$400,000,000 aggregate principal amount of 5.30% Senior Notes due 2043. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The Issuer intends to use the net proceeds of the offering of the notes to fund a portion of the consideration for the proposed acquisition (the Acquisition ) by the Issuer and Perrigo Company ( Perrigo ) of Elan Corporation, plc ( Elan ). The offering of the notes is expected to close prior to the consummation of the Acquisition. Pending consummation of the Acquisition, the net proceeds from this offering will be deposited into an escrow account.

***Irish Takeover Rules***

*The Perrigo directors accept responsibility for the information contained in this communication. To the best of the knowledge and belief of the Perrigo directors (who have taken all reasonable care to ensure that such is the case), the information in this communication is in accordance with the facts and does not omit anything likely to affect the import of such information.*

*Persons interested in 1% or more of any relevant securities in Perrigo or Elan may have disclosure obligations under Rule 8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2007 (as amended).*

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

(d) Exhibits

99.1 Announcement press release issued by Perrigo Company Limited on November 5, 2013.

99.2 Pricing press release issued by Perrigo Company Limited on November 5, 2013.

**SIGNATURES**

Pursuant to the requirement 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.

PERRIGO COMPANY LIMITED  
(Registrant)

By: /s/ Todd W. Kingma  
Todd W. Kingma  
Director

Dated: November 5, 2013

**Exhibit Index**

Exhibit 99.1 Announcement Press release issued by Perrigo Company Limited on November 5, 2013.

Exhibit 99.2 Pricing Press release issued by Perrigo Company Limited on November 5, 2013.

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Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3**

SEC Use Only

**4**

Citizenship or Place of Organization

Singapore

**5** Sole Voting Power

Number of

Shares **6** -0-  
Shared Voting Power

Beneficially

Owned by **7** 4,044,000  
Each Sole Dispositive Power

Reporting

Person **8** -0-  
Shared Dispositive Power

With

4,044,000

**9** Aggregate Amount Beneficially Owned by Each Reporting Person

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4,044,000

**10** Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

**11** Percent of Class Represented by Amount in Row (9)

8.4%

**12** Type of Reporting Person (See Instructions)

OO

CUSIP No. 867892 10 1

**1** Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Government of Singapore, none

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Citizenship or Place of Organization

Singapore

**5** Sole Voting Power

Number of

Shares **6**  -0-  
 Shared Voting Power

Beneficially

Owned by **7**  4,044,000  
 Sole Dispositive Power  
Each

Reporting

Person **8**  -0-  
 Shared Dispositive Power

With

4,044,000

**9** Aggregate Amount Beneficially Owned by Each Reporting Person

4,044,000

**10** Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

**11** Percent of Class Represented by Amount in Row (9)

8.4%

**12** Type of Reporting Person (See Instructions)

OO



**Item 1. (a) Name of Issuer:**

Sunstone Hotel Investors, Inc.

**(b) Address of Issuer's Principal Executive Offices:**

903 Calle Amanecer, Suite 100

San Clemente, CA 92673

**Item 2. (a) Name of Person Filing:**

(i) BIP REIT Pte Ltd

(ii) GIC Real Estate, Inc.

(iii) Government of Singapore Investment Corporation (Realty) Pte Ltd

(iv) GIC Real Estate Pte Ltd

(v) Government of Singapore Investment Corporation Pte Ltd

(vi) Government of Singapore

**(b) Address of Principal Business Office or, if none, Residence:**

The address of the principal business office for each of the reporting persons is:

c/o Government of Singapore Investment Corporation (Realty) Pte Ltd

168 Robinson Road, #37-01 Capital Tower

Singapore 068912

**(c) Citizenship:**

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See Item 4 of each cover page.

**(d) Title of Class of Securities:**

Common stock, \$0.01 par value

**(e) CUSIP Number:**

867892 10 1

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), 13d-2(b) or 13d-2(c), check whether the person filing is a:**

- (a) .. Broker or dealer registered under Section 15 of the Exchange Act;
- (b) .. Bank as defined in section 3(a)(6) of the Exchange Act;
- (c) .. Insurance company as defined in section 3(a)(19) of the Exchange Act;
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940;
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person, in accordance with Rule 13d-1(b)(ii)(G);
- (h) .. A savings association, as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

BIP REIT Pte Ltd no longer owns any shares of the outstanding common stock of the issuer. GIC Real Estate, Inc., the Government of Singapore Investment Corporation (Realty) Pte Ltd, GIC Real Estate Pte Ltd, the Government of Singapore Investment Corporation Pte Ltd and the Government of Singapore continue to share voting and dispositive power over 4,044,000 shares (approximately 8.4%) of the issuer's common stock owned by SGP/SHO Hotel Trust. See the Schedule 13G filed by SGP/SHO Hotel Trust, as amended.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

BIP REIT Pte Ltd has ceased to own beneficially more than 5% of the outstanding common stock of the issuer. GIC Real Estate, Inc., the Government of Singapore Investment Corporation (Realty) Pte Ltd, GIC Real Estate Pte Ltd, the Government of Singapore Investment Corporation Pte Ltd and the Government of Singapore continue to share voting and dispositive power over 4,044,000 shares (approximately 8.4%) of the issuer's common stock owned by SGP/SHO Hotel Trust. See the Schedule 13G filed by SGP/SHO Hotel Trust, as amended.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 7, 2006

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Date

BIP REIT Pte Ltd

By: /s/ Deanna Ong Aun Nee

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Name: Deanna Ong Aun Nee  
Title: Director

GIC Real Estate, Inc.

By: /s/ Peter Stanford

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Name: Peter Stanford  
Title: Senior Vice President

Government of Singapore Investment Corporation  
(Realty) Pte Ltd

By: /s/ Deanna Ong Aun Nee

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Name: Deanna Ong Aun Nee  
Title: Director

GIC Real Estate Pte Ltd

By: /s/ Deanna Ong Aun Nee

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Name: Deanna Ong Aun Nee  
Title: Company Secretary

Government of Singapore Investment Corporation Pte  
Ltd

By: /s/ Deanna Ong Aun Nee

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Name: Deanna Ong Aun Nee  
Title: Authorized Signatory

Government of Singapore Investment Corporation Pte  
Ltd

By: /s/ Lim Yoke Peng

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Name: Lim Yoke Peng  
Title: Authorized Signatory

Government of Singapore

By: /s/ Deanna Ong Aun Nee

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Name: Deanna Ong Aun Nee  
Title: Authorized Signatory

Government of Singapore

By: /s/ Lim Yoke Peng

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Name: Lim Yoke Peng  
Title: Authorized Signatory