

**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 2, 2020

Endo International plc

(Exact name of registrant as specified in charter)

Ireland
(State or other jurisdiction
of incorporation)

001-36326
(Commission File
Number)

68-0683755
(IRS Employer
Identification No.)

**First Floor, Minerva House, Simmonscourt Road
Ballsbridge, Dublin 4, Ireland**
(Address of principal executive offices)

Not Applicable
(Zip Code)

Registrant's telephone number, including area code: 011-353-1-268-2000

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary shares, nominal value \$0.0001 per share	ENDP	The Nasdaq Global Select Market

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 8.01. Other Events

On December 2, 2020, Endo International plc, a public limited company incorporated in Ireland (“**Endo**”), issued a press release announcing the completion of the transactions contemplated pursuant to the previously disclosed Agreement and Plan of Merger, entered into by and among Endo, Beta Acquisition Corp., a Delaware corporation and a wholly-owned indirect subsidiary of Endo (“**Merger Sub**”), and BioSpecifics Technologies Corp., a Delaware corporation (“**BioSpecifics**”), dated as of October 19, 2020 (the “**Merger Agreement**”).

Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, on November 2, 2020, Merger Sub commenced a tender offer to acquire all of the outstanding shares of common stock, par value \$0.001 per share (the “**Shares**”) of BioSpecifics, at a price of \$88.50 per Share (the “**Offer Price**”), net to the holder thereof in cash, subject to reduction for any applicable withholding taxes and without interest (the “**Offer**”). As of one minute after 11:59 PM, New York time, on December 1, 2020, when the Offer expired, approximately 6,159,975 Shares were validly tendered and not validly withdrawn in accordance with the terms of the Offer, representing approximately 82.8% of the outstanding Shares on a fully diluted basis (not including 365,128 Shares delivered through notices of guaranteed delivery, representing approximately 4.9% of the outstanding Shares on a fully diluted basis). With all conditions to the Offer satisfied, on December 2, 2020, Merger Sub accepted for purchase all of the Shares that were validly tendered and not validly withdrawn in accordance with the terms of the Offer.

Following consummation of the Offer, on December 2, 2020, Merger Sub merged with and into BioSpecifics (the “**Merger**”) in accordance with Section 251(h) of the Delaware General Corporation Law without a vote on the adoption of the Merger Agreement by BioSpecifics’ stockholders, with BioSpecifics continuing as the surviving corporation in the Merger and thereby becoming a wholly-owned subsidiary of Endo. The Merger became effective on December 2, 2020, following the filing of the certificate of merger with the Secretary of State of the State of Delaware.

As a result of the Merger, the Shares ceased to be traded on the Nasdaq Global Select Market, effective as of market open on December 2, 2020.

The foregoing descriptions of the Offer, the Merger and the Merger Agreement in this Item 8.01 do not purport to be complete and are qualified in their entirety by reference to the full text of the Merger Agreement, a copy of which was filed as Exhibit (d)(1) to Endo’s tender offer statement on Schedule TO, filed with the Securities and Exchange Commission on November 2, 2020, and is incorporated herein by reference.

A copy of the press release issued by Endo is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on December 2, 2020, by Endo International plc
104	Cover Page Interactive Date File (embedded within the Inline XBRL document)

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

By: /s/ Matthew J. Maletta

Name: Matthew J. Maletta

Title: Executive Vice President, Chief Legal Officer and
Company Secretary

Date: December 2, 2020



Endo Completes Acquisition of BioSpecifics

DUBLIN, December 2, 2020 – Endo International plc (NASDAQ: ENDP) announced today that it completed the previously announced acquisition of BioSpecifics Technologies Corp., a commercial-stage biopharmaceutical company, for \$88.50 per share in an all-cash transaction, for an estimated enterprise value of approximately \$540 million (net of approximately \$120 million in cash acquired).

“We’re pleased to have completed the acquisition of BioSpecifics, which immediately enhances our adjusted EBITDA and the profitability profile of both XIAFLEX® and Qwo™—two of our most durable and differentiated products with significant long-term growth potential,” said Blaise Coleman, President and CEO of Endo.

Endo has had a strategic relationship with BioSpecifics since 2004. Under the terms of the relationship, BioSpecifics received a royalty stream from Endo related to Endo’s collagenase-based therapies, which currently include XIAFLEX, marketed by Endo Pharmaceuticals, for the treatment of Dupuytren’s contracture and Peyronie’s disease, and QWO, the first FDA-approved injectable treatment for cellulite, which is expected to be launched by Endo Aesthetics in spring 2021.

Transaction Details

Endo completed the transaction through a tender offer by Beta Acquisition Corp., a wholly-owned indirect subsidiary of Endo (“Merger Sub”), to acquire all of the outstanding shares of common stock, par value \$0.001 per share (the “Shares”) of BioSpecifics, at a price of \$88.50 per Share (the “Offer Price”), net to the holder in cash, without interest and less any applicable withholding taxes (the “Offer”), and the subsequent merger of Merger Sub with and into BioSpecifics. Endo commenced the Offer on November 2, 2020, and the Offer expired at one minute after 11:59 PM, New York time, on December 1, 2020. As of the expiration of the Offer, approximately 6,159,975 Shares were validly tendered and not validly withdrawn in accordance with the terms of the Offer, representing approximately 82.8% of the Shares on a fully diluted basis, and such shares were accepted for payment under the terms of the Offer.

Following the completion of the Offer, Endo completed the merger of Merger Sub with and into BioSpecifics in accordance with Section 251(h) of the Delaware General Corporation Law, in which the Shares that were not tendered in the Offer were acquired by Endo and cancelled and converted into the right to receive the Offer Price. As a result of the merger, BioSpecifics ceased to be a publicly traded company and became a wholly-owned subsidiary of Endo.

About Endo International plc

Endo International plc is a specialty pharmaceutical company committed to helping everyone we serve live their best life through the delivery of quality, life-enhancing therapies. Our decades of proven success come from a global team of passionate employees collaborating to bring the best treatments forward. Together, we boldly transform insights into treatments benefiting those who need them, when they need them. Endo has global headquarters in Dublin, Ireland and U.S. headquarters in Malvern, Pennsylvania. Learn more at www.endo.com or connect with us on [LinkedIn](#).

Cautionary Statement on Forward-Looking Statements

This press release contains certain 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. These forward-looking statements include, among others, the statements by Mr. Coleman, as well as statements relating to Endo’s acquisition and integration of BioSpecifics and Endo’s future financial performance, business prospects and strategy. Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others, the risks and uncertainties inherent in the acquisition or integration of BioSpecifics, difficulties or unanticipated expenses relating to the acquisition or integration, the possibility that anticipated synergies and other benefits of the acquisition or integration will not be realized in the amounts anticipated, within the expected timeframe or at all, the effect of the acquisition and integration on business relationships, competition, including technological advances, new products and patents attained by competitors, challenges to patents, challenges inherent in product research and development, clinical trial outcomes and quality, availability and affordability of products, and other circumstances beyond Endo’s control. You should not place undue reliance on these forward-looking statements. Additional information concerning these and other risk factors can be found in Endo’s reports filed with securities regulators in Canada and in the companies’ reports filed with the U.S. Securities and Exchange Commission, including current reports on Form 8-K, quarterly reports on Form 10-Q and annual reports on Form 10-K. 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 laws.

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