

Mylan N.V.
Form SC 13D/A
March 24, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)**

Mylan N.V.

(Name of Issuer)

Ordinary Shares, Nominal Value 0.01 Per Share

(Title of Class of Securities)

N59465 109

(CUSIP Number)

Hubert L. Allen

Executive Vice President, General Counsel and Secretary

Abbott Laboratories

100 Abbott Park Road

Abbott Park, Illinois 60064-6092

(224) 667-6100

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

With a copy to:

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Craig A. Roeder

Baker & McKenzie LLP

300 Randolph Street

Chicago, Illinois 60601

(312) 861-8000

March 23, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

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CUSIP No. N59465 109

13D

- 1 Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons [Entities Only]
Abbott Laboratories (I.R.S. Identification No. 36-0698440)
 - 2 Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☒
 - 3 SEC Use Only
 - 4 Source of Fund
OO
 - 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐
 - 6 Citizenship or Place of Organization
Illinois
- | | |
|---|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | Sole Voting Power
-0- |
| | Shared Voting Power
25,750,000 |
| | Sole Dispositive Power
-0- |
| | Shared Dispositive Power
25,750,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
25,750,000
 - 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐
 - 13 Percent of Class Represented by Amount in Row (11)
4.81%
 - 14 Type of Reporting Person
CO

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13D

- | | |
|---|---|
| 1 | Names of Reporting Persons
Abbott Products |
| 2 | Check the Appropriate Box if a Member of a Group
(a) ☐ o
(b) ☒ x |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐ o |
| 6 | Citizenship or Place of Organization
Ireland |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | <div style="padding-left: 40px;">Sole Voting Power
-0-</div> <div style="padding-left: 40px;">Shared Voting Power
18,782,018</div> <div style="padding-left: 40px;">Sole Dispositive Power
-0-</div> <div style="padding-left: 40px;">Shared Dispositive Power
18,782,018</div> |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
18,782,018 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐ o |
| 13 | Percent of Class Represented by Amount in Row (11)
3.51% |
| 14 | Type of Reporting Person
CO |

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13D

- | | |
|---|--|
| 1 | Names of Reporting Persons
Abbott Investments Luxembourg S.à r.l. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) ☐ o
(b) ☒ x |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐ o |
| 6 | Citizenship or Place of Organization
Luxembourg |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | <div style="padding-left: 40px;">Sole Voting Power
-0-</div> <div style="padding-left: 40px;">Shared Voting Power
6,967,982</div> <div style="padding-left: 40px;">Sole Dispositive Power
-0-</div> <div style="padding-left: 40px;">6,967,982</div> |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
6,967,982 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐ o |
| 13 | Percent of Class Represented by Amount in Row (11)
1.30% |
| 14 | Type of Reporting Person
CO |

Item 1. Security and Issuer.

This Amendment No. 5 to Schedule 13D (this Amendment No. 5) relates to the ordinary shares, nominal value 0.01 per share (the Ordinary Shares), of Mylan N.V., a public limited company (*naamloze vennootschap*) incorporated under the laws of the Netherlands (the Issuer), and amends the Statement on Schedule 13D filed by Abbott Laboratories and certain of its subsidiaries on March 6, 2015, as amended as of April 6, 2015, April 10, 2015, June 18, 2015 and August 10, 2015 (as so amended, the Initial Statement). Except as specifically provided herein, this Amendment No. 5 does not modify any of the information previously reported in the Initial Statement. Capitalized terms used but not defined in this Amendment No. 5 have the respective meanings set forth in the Initial Statement.

Item 5. Interest in Securities of the Issuer.

This Amendment No. 5 amends Item 5 of the Initial Statement by inserting the following after the last paragraph of Item 5:

On March 23, 2017, the Reporting Persons sold a total of 44,000,000 Ordinary Shares through a privately-negotiated block trade pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended, at a price of \$41.60 per Ordinary Share, not including discounts and commission. Following completion of the sale transaction, the Reporting Persons beneficially own an aggregate of 25,750,000 Ordinary Shares, representing approximately 4.81% of the outstanding Ordinary Shares. The foregoing percentage beneficial ownership is based on a total of 535,496,988 Ordinary Shares outstanding as of February 24, 2017, as reported by the Issuer in its Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

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.

Dated: March 23, 2017

ABBOTT LABORATORIES

By: /s/ Hubert L. Allen
Name: Hubert L. Allen
Title: Executive Vice President, General Counsel and Secretary

ABBOTT PRODUCTS

By: /s/ Hubert L. Allen
Name: Hubert L. Allen
Title: Attorney-in-Fact

**ABBOTT INVESTMENTS
LUXEMBOURG S.À R.L.**

By: /s/ Hubert L. Allen
Name: Hubert L. Allen
Title: Attorney-in-Fact