

REPROS THERAPEUTICS INC.  
Form SC TO-T  
December 29, 2017

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

**SCHEDULE TO**  
**(RULE 14D-100)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**REPROS THERAPEUTICS INC.**

**(Name of Subject Company)**

**CELESTIAL MERGER SUB, INC.**

**(Offeror)**

**A Wholly Owned Subsidiary of**

**ALLERGAN SALES, LLC**

**(Parent of Offeror)**

**An Indirect Wholly Owned Subsidiary of**

**ALLERGAN plc**

**(Parent of Offeror)**

**(Names of Filing Persons)**

**COMMON STOCK, \$0.001 PAR VALUE**

**(Title of Class of Securities)**

**76028H209**

**(CUSIP Number of Class of Securities)**

**A. Robert D. Bailey, Esq.**

**Allergan plc**

**Chief Legal Officer and Corporate Secretary**

**Clonshaugh Business and Technology Park**

**Coolock, Dublin, D17 E400, Ireland**

**(862) 261-7000**

**(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)**

**with copies to:**

**Andrew Ment, Esq.**

**Covington & Burling LLP**

**620 Eighth Avenue**

**New York, NY 10018**

**(212) 841-1000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

\$26,627,942.46

**Amount of Filing Fee\*\***

\$3,315.18

- \* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated as the sum of (i) 39,560,688 shares of common stock, par value \$0.001 per share (the Shares ), of Repros Therapeutics Inc. ( Repros ) issued and outstanding multiplied by the sum of the price of \$0.67 per share, (ii) 25,000 Shares issuable pursuant to outstanding options with an exercise price less than the price of \$0.67 per share, multiplied by \$0.35 (which is the price of \$0.67 per share minus the weighted average exercise price for such options of \$0.32 per share) and (iii) 144,450 restricted stock units with rights to the issuance of Shares, issued and outstanding multiplied by the sum of the price of \$0.67 per share. The calculation of the filing fee is based on information provided by Repros as of December 28, 2017.
- \*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2018, issued August 24, 2017, by multiplying the transaction value by 0.00012450.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Tender Offer Statement on Schedule TO (this Schedule TO ) relates to the tender offer by Celestial Merger Sub, Inc., a Delaware corporation ( Purchaser ), a wholly owned subsidiary of Allergan Sales, LLC, a Delaware limited liability company ( Parent ), and an indirect wholly owned subsidiary of Allergan plc, an Irish public limited company ( Allergan ), for all of the issued and outstanding shares of common stock, par value \$0.001 per share ( Shares ), of Repros Therapeutics Inc., a Delaware corporation ( Repros ), at a price of \$0.67 per share, net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the offer to purchase dated December 29, 2017 (the Offer to Purchase ), a copy of which is attached as Exhibit (a)(1)(A), and in the related letter of transmittal (the Letter of Transmittal ), a copy of which is attached as Exhibit (a)(1)(B), which, as each may be amended or supplemented from time to time, collectively constitute the Offer. This Schedule TO is being filed on behalf of Purchaser, Parent and Allergan.

All the information set forth in the Offer to Purchase, including Schedule I thereto, is incorporated by reference herein in response to Items 1 through 9 and Item 11 of this Schedule TO, and is supplemented by the information specifically provided in this Schedule TO.

**Item 1. Summary Term Sheet.**  
**Regulation M-A Item 1001**

The information set forth in the Offer to Purchase under the caption SUMMARY TERM SHEET is incorporated herein by reference.

**Item 2. Subject Company Information.**  
**Regulation M-A Item 1002**

(a) *Name and Address.* The name, address, and telephone number of the subject company's principal executive offices are as follows:

Repos Therapeutics Inc.

2408 Timberloch Place, Suite B-7

The Woodlands, Texas 77380

(281) 719-3400

(b)-(c) *Securities; Trading Market and Price.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

INTRODUCTION

THE TENDER OFFER Section 6 ( Price Range of Shares; Dividends )

**Item 3. Identity and Background of Filing Person.**  
**Regulation M-A Item 1003**

(a)-(c) *Name and Address; Business and Background of Entities; and Business and Background of Natural Persons.*  
The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

THE TENDER OFFER Section 8 ( Certain Information Concerning Allergan, Parent and Purchaser )

SCHEDULE I Information Relating to Allergan, Parent and Purchaser

**Item 4. *Terms of the Transaction.***  
**Regulation M-A Item 1004**

(a) *Material Terms.* The information set forth in the Offer to Purchase is incorporated herein by reference.

**Item 5. Past Contacts, Transactions, Negotiations and Agreements.**  
**Regulation M-A Item 1005**

(a) *Transactions.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

THE TENDER OFFER Section 10 ( Background of the Offer; Past Contacts or Negotiations with Repros )

(b) *Significant Corporate Events.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

THE TENDER OFFER Section 10 ( Background of the Offer; Past Contacts or Negotiations with Repros )

THE TENDER OFFER Section 11 ( The Merger Agreement; Other Agreements )

THE TENDER OFFER Section 12 ( Purpose of the Offer; Plans for Repros )

**Item 6. Purposes of the Transaction and Plans or Proposals.**  
**Regulation M-A Item 1006**

(a) *Purposes.* The information set forth in the Offer to Purchase under the following caption is incorporated herein by reference:

THE TENDER OFFER Section 12 ( Purpose of the Offer; Plans for Repros )

(c) (1)-(7) *Plans.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

THE TENDER OFFER Section 9 ( Source and Amount of Funds )

THE TENDER OFFER Section 10 ( Background of the Offer; Past Contacts or Negotiations with Repros )

THE TENDER OFFER Section 11 ( The Merger Agreement; Other Agreements )

THE TENDER OFFER Section 12 ( Purpose of the Offer; Plans for Repros )

THE TENDER OFFER Section 13 ( Certain Effects of the Offer )

THE TENDER OFFER Section 14 ( Dividends and Distributions )

**Item 7. *Source and Amount of Funds or Other Consideration.***  
**Regulation M-A Item 1007**

(a) *Source of Funds.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

THE TENDER OFFER Section 9 ( Source and Amount of Funds )

THE TENDER OFFER Section 10 ( Background of the Offer; Past Contacts or Negotiations with Repros )

(b) *Conditions.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

THE TENDER OFFER Section 9 ( Source and Amount of Funds )

THE TENDER OFFER Section 10 ( Background of the Offer; Past Contacts or Negotiations with Repros )

THE TENDER OFFER Section 11 ( The Merger Agreement; Other Agreements )

THE TENDER OFFER Section 12 ( Purpose of the Offer; Plans for Repros )

THE TENDER OFFER Section 15 ( Conditions of the Offer )

(d) *Borrowed Funds*. None.

**Item 8. Interest in Securities of the Subject Company.**

**Regulation M-A Item 1008**

(a) *Securities Ownership*. The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

INTRODUCTION

THE TENDER OFFER Section 8 ( Certain Information Concerning Allergan, Parent and Purchaser )

THE TENDER OFFER Section 11 ( The Merger Agreement; Other Agreements )

THE TENDER OFFER Section 12 ( Purpose of the Offer; Plans for Repros )

SCHEDULE I Information Relating to Allergan, Parent and Purchaser

(b) *Securities Transactions*. None.

**Item 9. Persons/Assets Retained, Employed, Compensated or Used.**

**Regulation M-A Item 1009**

(a) *Solicitations or Recommendations*. The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

THE TENDER OFFER Section 3 ( Procedures for Accepting the Offer and Tendering Shares )

THE TENDER OFFER Section 10 ( Background of the Offer; Past Contacts or Negotiations with Repros )

THE TENDER OFFER Section 18 ( Fees and Expenses )

**Item 10. Financial Statements.**

**Regulation M-A Item 1010**

(a) *Financial Information*. Not Applicable.

(b) *Pro Forma Information*. Not Applicable.

**Item 11. Additional Information.**  
**Regulation M-A Item 1011**

(a) *Agreements, Regulatory Requirements and Legal Proceedings.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

THE TENDER OFFER Section 10 ( Background of the Offer; Past Contacts or Negotiations with Repros )

THE TENDER OFFER Section 11 ( The Merger Agreement; Other Agreements )

THE TENDER OFFER Section 12 ( Purpose of the Offer; Plans for Repros )

THE TENDER OFFER Section 13 ( Certain Effects of the Offer )

THE TENDER OFFER Section 16 ( Certain Legal Matters; Regulatory Approvals )

(c) *Other Material Information.* The information set forth in the Offer to Purchase and the Letter of Transmittal is incorporated herein by reference.

**Item 12. Exhibits.**  
**Regulation M-A Item 1016**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase, dated December 29, 2017.
(a)(1)(B)	Letter of Transmittal.
(a)(1)(C)	Notice of Guaranteed Delivery.
(a)(1)(D)	Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)	Press Release issued by Repros Therapeutics Inc. on December 12, 2017 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Allergan plc with the Securities and Exchange Commission on December 12, 2017).
(a)(1)(G)	Summary Advertisement as published in The New York Times on December 29, 2017.
(d)(1)	Agreement and Plan of Merger, dated as of December 11, 2017, by and among Celestial Merger Sub, Inc., Allergan Sales, LLC and Repros Therapeutics Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Repros Therapeutics Inc. with the Securities and Exchange Commission on December 12, 2017).
(d)(2)	Confidential Disclosure Agreement, dated April 11, 2017, by and between Repros Therapeutics Inc. and Allergan, Inc.
(g)	None.
(h)	None.

**Item 13. Information Required by Schedule 13E-3.**  
 Not applicable.

**SIGNATURES**

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 29, 2017

**ALLERGAN SALES, LLC**

By: /s/ A. Robert D. Bailey  
Name: A. Robert D. Bailey  
Title: President

**CELESTIAL MERGER SUB, INC.**

By: /s/ A. Robert D. Bailey  
Name: A. Robert D. Bailey  
Title: President

**ALLERGAN PLC**

By: /s/ A. Robert D. Bailey  
Name: A. Robert D. Bailey  
Title: Chief Legal Officer and Corporate  
Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase, dated December 29, 2017.
(a)(1)(B)	Letter of Transmittal.
(a)(1)(C)	Notice of Guaranteed Delivery.
(a)(1)(D)	Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)	Press Release issued by Repros Therapeutics Inc. on December 12, 2017 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Allergan plc with the Securities and Exchange Commission on December 12, 2017).
(a)(1)(G)	Summary Advertisement as published in The New York Times on December 29, 2017.
(d)(1)	Agreement and Plan of Merger, dated as of December 11, 2017, by and among Celestial Merger Sub, Inc., Allergan Sales, LLC and Repros Therapeutics Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Repros Therapeutics Inc. with the Securities and Exchange Commission on December 12, 2017).
(d)(2)	Confidential Disclosure Agreement, dated April 11, 2017, by and between Repros Therapeutics Inc. and Allergan, Inc.
(g)	None.
(h)	None.