

WEST PHARMACEUTICAL SERVICES INC
Form 11-K
June 20, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-8036

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

TECH GROUP PUERTO RICO, INC.
SAVINGS AND RETIREMENT PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

WEST PHARMACEUTICAL SERVICES, INC.
530 HERMAN O. WEST DRIVE
EXTON, PA 19341
610-594-2900

REQUIRED INFORMATION

Items

1 to 3. Not required; see Item 4 below.

4. The following are furnished for the Plan:

(a) The Tech Group Puerto Rico, Inc. Savings and Retirement Plan is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and is, therefore, filing Plan financial statements and schedules prepared in accordance with the financial reporting requirements of ERISA.

(b) A written consent of the accountant.

TECH GROUP PUERTO RICO, INC.
SAVINGS AND RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION
For the Years Ended December 31, 2012 and 2011

TECH GROUP PUERTO RICO, INC.
SAVINGS AND RETIREMENT PLAN

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and Administrators of the
Tech Group Puerto Rico, Inc.
Savings and Retirement Plan

We have audited the accompanying statements of net assets available for benefits of the Tech Group Puerto Rico, Inc. Savings and Retirement Plan as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Tech Group Puerto Rico, Inc. Savings and Retirement Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule listed in the accompanying table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Fischer Cunnane & Associates Ltd
Fischer Cunnane & Associates Ltd
Certified Public Accountants

West Chester, Pennsylvania
June 19, 2013

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TECH GROUP PUERTO RICO, INC.
SAVINGS AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments at fair value (Note E):		
Mutual funds	\$2,221,211	\$1,890,854
Plan interest in Master Trust	5,861	—
Total investments	2,227,072	1,890,854
Receivables:		
Employer contributions	1,088	1,945
Notes receivable from participants	175,199	178,335
Total receivables	176,287	180,280
Total assets	2,403,359	2,071,134
LIABILITIES:		
Excess contributions payable	6,958	2,200
Net assets available for benefits	\$2,396,401	\$2,068,934

The accompanying Notes are an integral part of these statements.

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TECH GROUP PUERTO RICO, INC.
 SAVINGS AND RETIREMENT PLAN
 STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
 FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011	
Additions:			
Interest and dividend income	\$49,162	\$49,364	
Net appreciation (depreciation) in fair value of investments (Note C)	181,008	(76,809)
Plan interest in Master Trust net investment income	567	—	
Interest income on notes receivable from participants	8,148	10,603	
Contributions:			
Employer	112,229	108,234	
Participant	180,320	159,287	
Total additions	531,434	250,679	
Deductions:			
Benefits paid	203,472	252,938	
Plan expenses	495	1,326	
Total deductions	203,967	254,264	
Net increase (decrease)	327,467	(3,585)
Net assets available for plan benefits:			
Beginning of the year	2,068,934	2,072,519	
End of the year	\$2,396,401	\$2,068,934	

The accompanying Notes are an integral part of these statements.

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TECH GROUP PUERTO RICO, INC.
SAVINGS AND RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE A - Description of Plan

The following description of the Tech Group Puerto Rico, Inc. Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's current provisions.

General

The Plan is a defined contribution plan that was established January 1, 1993, and subsequently amended. The Plan is available to eligible full-time employees of the Tech Group Puerto Rico, Inc. (the "Employer") who have completed three months of service and are at least eighteen years of age. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Master Trust

Effective January 3, 2011, West Pharmaceutical Services, Inc. (the "Company") entered into an agreement with Vanguard Fiduciary Trust Company ("VFTC") to form a master trust ("Master Trust") to hold certain investments of the Plan and the West Pharmaceutical Services, Inc. 401(k) Plan on a commingled basis, for investment purposes only. The sole investment in the Master Trust is West Pharmaceutical Services, Inc. common stock (the "West Stock Fund"). See Note D for more information regarding the Master Trust.

Contributions

Participants may contribute up to 50% of pre-tax annual compensation and 10% of after-tax annual compensation with no combined limit, subject to Puerto Rico Internal Revenue Code of 1994 ("PR Code") limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Employer matches 100% of the first 3% of base compensation that a participant contributes to the Plan and 50% of the next 2% of contributions.

Investments

The Plan offers twenty-one mutual funds and the West Stock Fund as investment options for participants. Participants may not allocate future contributions to, or make purchases into, the West Stock Fund if their current balance in the fund exceeds 20% of their total account balance.

Participants may change or transfer their investment options at any time. Employer matching contributions are invested according to the investment allocations made for participant contributions.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each account is self-directed and is credited with the participant's contribution, the Employer's contribution and an allocation of Plan earnings (losses), and charged with certain administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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TECH GROUP PUERTO RICO, INC.
SAVINGS AND RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE A - Description of Plan - continued

Vesting

Participants are immediately vested in their contributions and Employer matching contributions plus earnings thereon.

Notes Receivable from Participants

Participants may borrow from their fund accounts a maximum amount equal to the lesser of \$50,000 or 50% of the vested portion of their account balances. The loans are secured by the balance in the participant's account. Loan terms generally range from one to five years, except for loans to purchase a principal residence which may be repaid over fifteen years, and bear interest at the prevailing interest rate determined by the Plan Administrator on the date the loan is made. At December 31, 2012 and 2011, interest rates on outstanding loans ranged from 4.25% to 9.25%. Principal and interest are paid ratably through payroll deductions.

Benefits

Benefits are payable upon termination of a participant's employment, or termination of service due to death, disability or retirement. Participants may make annual in-service withdrawals of after-tax and rollover contributions, and matching contributions that have been in the Plan for at least two years. Participants may also make in-service withdrawals after attaining age 59 ½ or upon a hardship. Generally, any benefit due shall be paid as soon as administratively feasible.

NOTE B - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared using the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying footnotes. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

The Plan's investments, including the Master Trust, are stated at fair value (see Note E). Purchases and sales of investments are recorded on a trade-date basis. The Plan presents in the statements of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of both realized and unrealized gains and losses.

Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Interest income is accrued when earned.

Payment of Benefits

Benefits are recorded when paid. Delinquent notes receivable from participants are treated as distributions based upon the terms of the Plan document.

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TECH GROUP PUERTO RICO, INC.
 SAVINGS AND RETIREMENT PLAN
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE B - Summary of Significant Accounting Policies - continued

Plan Expenses

Certain expenses of the Plan are paid by the Employer.

Recently Adopted Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board issued guidance to provide a consistent definition of fair value and to ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. It also changes certain fair value measurement principles and expands the disclosures for fair value measurements that are estimated using significant unobservable inputs. This guidance was effective for the Plan as of January 1, 2012. The adoption of this guidance did not have a material impact on the Plan's financial statements.

NOTE C - Investments

Investments that represented 5% or more of the Plan's net assets, excluding the Master Trust, as of December 31 were as follows:

	2012	2011
Templeton Foreign Fund	\$217,479	\$176,174
Vanguard 500 Index Fund Investor Shares	243,791	208,342
Vanguard Capital Opportunity Fund Investor Shares	150,062	120,358
Vanguard Extended Market Index Fund Investor Shares	221,456	166,971
Vanguard Prime Money Market Fund	129,850	140,908
Vanguard Target Retirement 2020 Fund	313,000	256,345
Vanguard Total Bond Market Index Fund Investor Shares	360,963	342,163

During 2012 and 2011, the Plan's investments outside of the Master Trust, including gains and losses on investments bought and sold, as well as held during the year, appreciated (depreciated) in value as follows:

	2012	2011
Mutual funds	\$181,008	\$(76,809)

NOTE D - Master Trust

As mentioned in Note A, effective January 3, 2011, a portion of the Plan's investments are held in a Master Trust, commingled with assets of another Company-sponsored retirement plan. The sole investment in the Master Trust consists of units owned in the West Stock Fund. The Plan's share of the Master Trust's net assets and investment activities is based upon the total of each individual participant's share of the Master Trust.

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TECH GROUP PUERTO RICO, INC.
SAVINGS AND RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE D - Master Trust - continued

The total fair value of the Master Trust's investment in the West Stock Fund, as of December 31, 2012 and 2011, was \$25,224,902 and \$20,418,526, respectively. Refer to Note E for the investment's level in the fair value hierarchy. The Plan's interest in the net assets of the Master Trust was 0.02% as of December 31, 2012. No participants elected to invest in this fund during 2011.

Net investment income (loss) for the Master Trust for the years ended December 31 is as follows:

	2012	2011
Dividends	\$366,193	\$405,308
Net appreciation (depreciation) in fair value of common stock	8,462,352	(1,592,248)
Net investment income (loss)	\$8,828,545	\$(1,186,940)

NOTE E - Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The following fair value hierarchy classifies the inputs to valuation techniques used to measure fair value into one of three levels:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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TECH GROUP PUERTO RICO, INC.
 SAVINGS AND RETIREMENT PLAN
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE E - Fair Value Measurements - continued

The following tables summarize the Plan's investments, excluding the Master Trust, that are measured at fair value on a recurring basis:

	Basis of Fair Value Measurements			Balance at December 31, 2012
	Level 1	Level 2	Level 3	
Mutual funds:				
Small cap	\$84,267	\$—	\$—	\$84,267
Mid cap	371,518	—	—	371,518
Large cap	460,803	—	—	460,803
International	217,479	—	—	217,479
Balanced	596,331	—	—	596,331
Bond	360,963	—	—	360,963
Money market	129,850	—	—	129,850
Total assets at fair value	\$2,221,211	\$—	\$—	\$2,221,211

	Basis of Fair Value Measurements			Balance at December 31, 2011
	Level 1	Level 2	Level 3	
Mutual funds:				
Small cap	\$25,595	\$—	\$—	\$25,595
Mid cap	327,732	—	—	327,732
Large cap	383,140	—	—	383,140
International	176,174	—	—	176,174
Balanced	495,142	—	—	495,142
Bond	342,163	—	—	342,163
Money market	140,908	—	—	140,908
Total assets at fair value	\$1,890,854	\$—	\$—	\$1,890,854

The following tables summarize the Master Trust assets that are measured at fair value on a recurring basis:

	Basis of Fair Value Measurements			Balance at December 31, 2012
	Level 1	Level 2	Level 3	
Master Trust:				
Common stock	\$25,224,902	\$—	\$—	\$25,224,902

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TECH GROUP PUERTO RICO, INC.
 SAVINGS AND RETIREMENT PLAN
 NOTES TO FINANCIAL STATEMENTS
 FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE E - Fair Value Measurements - continued

	Basis of Fair Value Measurements			Balance at
	Level 1	Level 2	Level 3	December 31, 2011
Master Trust:				
Common stock	\$20,418,526	\$—	\$—	\$20,418,526

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end.

Common stock: Valued at the year-end unit closing price, which is comprised of the quoted market price of the Company stock plus an uninvested cash portion.

NOTE F - Risks and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

NOTE G - Related Party Transactions

The Plan invests in shares of mutual funds managed by The Vanguard Group, an affiliate of VFTC. VFTC acts as custodian for only those investments as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. In addition, common stock transactions and loans to participants qualify as party-in-interest transactions.

NOTE H - Plan Termination

While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time. In the event of termination of the Plan, participants' accounts will be distributed in accordance with the provisions of the Plan.

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TECH GROUP PUERTO RICO, INC.
SAVINGS AND RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

NOTE I - Tax Status

The Plan obtained its latest determination letter on September 17, 1993, in which the Puerto Rico Department of Treasury ("Treasury") stated that the Plan, as then designed, was in compliance with the applicable requirements of the PR Code. The Plan has been amended and restated since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the PR Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service or Treasury. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken that require recognition or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations prior to 2009.

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TECH GROUP PUERTO RICO, INC.
 SAVINGS AND RETIREMENT PLAN
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 AS OF DECEMBER 31, 2012

PLAN EIN: 86-0640193

PLAN NUMBER: 001

Identity of Issue	Description	Current Value
Templeton Foreign Fund	Mutual Fund	\$217,479
* Vanguard 500 Index Fund Investor Shares	Mutual Fund	243,791
* Vanguard Capital Opportunity Fund Investor Shares	Mutual Fund	150,062
* Vanguard Explorer Fund Investor Shares	Mutual Fund	67,258
* Vanguard Extended Market Index Fund Investor Shares	Mutual Fund	221,456
* Vanguard Growth and Income Fund Investor Shares	Mutual Fund	3,491
* Vanguard Morgan Growth Fund Investor Shares	Mutual Fund	102,130
* Vanguard Prime Money Market Fund	Mutual Fund	129,850
* Vanguard Target Retirement 2010 Fund	Mutual Fund	102,164
* Vanguard Target Retirement 2020 Fund	Mutual Fund	313,000
* Vanguard Target Retirement 2025 Fund	Mutual Fund	16,955
* Vanguard Target Retirement 2030 Fund	Mutual Fund	34,771
* Vanguard Target Retirement 2035 Fund	Mutual Fund	21,569
* Vanguard Target Retirement 2040 Fund	Mutual Fund	7,618
* Vanguard Target Retirement 2045 Fund	Mutual Fund	3,868
* Vanguard Target Retirement 2050 Fund	Mutual Fund	960
* Vanguard Target Retirement Income	Mutual Fund	59,037
* Vanguard Total Bond Market Index Fund Investor Shares	Mutual Fund	360,963
* Vanguard Wellington Fund Investor Shares	Mutual Fund	36,389
* Vanguard Windsor II Fund Investor Shares	Mutual Fund	111,391
William Blair Small Cap Value Fund	Mutual Fund	17,009
* West Stock Fund	Master Trust	5,861
* Participant Loans	4.25% - 9.25%	175,199
		\$2,402,271
* Party-in-interest		

Cost has been omitted, as all investments are participant-directed.

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SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

TECH GROUP PUERTO RICO, INC. SAVINGS AND RETIREMENT PLAN

By: /s/ William J. Federici
William J. Federici
Senior Vice President and Chief Financial Officer
Plan Administrator

Date: June 20, 2013

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EXHIBIT INDEX

Exhibit Number	Description
23.1	Consent of Independent Registered Public Accounting Firm