TEVA PHARMACEUTICAL INDUSTRIES LTD
Form 424B5
November 30, 2015
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-208238

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus do not constitute an offer to sell these securities, and we are not soliciting an offer to buy these securities in any jurisdiction where such offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus Supplement, dated November 30, 2015

PROSPECTUS SUPPLEMENT

(To Prospectus dated November 30, 2015)

$3,375,000,000

Teva Pharmaceutical Industries Limited

American Depositary Shares,
each representing one Ordinary Share

We are offering of our American Depositary Shares (ADSs), each representing one of our ordinary shares, nominal (par) value NIS 0.10 per share (ordinary shares).

Concurrently with this offering, we are offering 3,375,000 of our % Mandatory Convertible Preferred Shares, nominal (par) value NIS 0.10 per share (Mandatory Convertible Preferred Shares). The concurrent Mandatory Convertible Preferred Shares offering is being made by means of a separate prospectus supplement and not by means of this prospectus supplement. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy any securities being offered in the concurrent Mandatory Convertible Preferred Shares offering. See Summary Financing Transactions Mandatory Convertible Preferred Shares Offering.

We intend to use the net proceeds of this offering, together with the net proceeds of the concurrent Mandatory Convertible Preferred Shares offering and the proposed debt financings (each as described herein), to finance our pending acquisition of Allergan plc s worldwide generic pharmaceuticals business, and to pay related fees and expenses, to finance our pending Rimsa acquisition (as described below) and/or otherwise for general corporate purposes. The completion of this offering is not contingent on the closing of the concurrent Mandatory Convertible Preferred Shares offering (nor is the completion of the concurrent Mandatory Convertible Preferred Shares offering contingent on the closing of this offering) or the completion of such acquisitions, which, if completed, will occur subsequent to the closing of this offering.

Our ADSs are listed on the New York Stock Exchange (the NYSE) under the symbol TEVA. On November 27, 2015, the last reported sale price of our ADSs on the NYSE was $63.47 per share.

Investing in the ADSs involves risks. See Risk Factors beginning on page S-10 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Offering price	$	$
Underwriting discount	$	$
Proceeds to issuer (before expenses)	$	$

We have granted the underwriters the option to purchase up to an additional ADSs from us solely to cover overallotments, if any, at the public offering price, less underwriting discounts and commissions, within 30 days from the date of this prospectus supplement. See the section entitled Underwriting beginning on page S-56 of this prospectus supplement.

The underwriters expect to deliver the ADSs to purchasers on or about December , 2015.

Joint Book-Running Managers

Barclays **BofA Merrill Lynch** **Citigroup** **Morgan Stanley**

BNP PARIBAS **Credit Suisse** **HSBC**
Mizuho Securities **RBC Capital Markets** **SMBC Nikko**

The date of this prospectus supplement is November , 2015.

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We have not authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectuses we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement and the accompanying prospectus is an offer to sell only the ADSs offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement and the accompanying prospectus is current only as of the respective dates of such documents.

This prospectus supplement and accompanying prospectus are only being distributed to and are only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order), (iii) high net worth entities, and other persons to whom they may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order or (iv) persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any ADSs may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as relevant persons). The ADSs are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire the ADSs will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this prospectus supplement or the accompanying prospectus.

This prospectus supplement and accompanying prospectus have been prepared on the basis that any offer of ADSs in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State) will be made pursuant to an exemption under Article 3, paragraph 2 of the Prospectus Directive from the requirement to publish a prospectus for offers of ADSs. Accordingly any person making or intending to make an offer in that Relevant Member State of ADSs which are the subject of the offering contemplated in this prospectus supplement may only do so in circumstances in which no obligation arises for the issuer or any of the managers to publish a prospectus pursuant to Article 3 of the Prospectus Directive, in each case, in relation to such offer. Neither the issuer nor the managers have authorized, nor do they authorize, the making of any offer of ADSs in circumstances in which an obligation arises for the issuer or the managers to publish a prospectus for such offer. The expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

In connection with the issue of the ADSs, the joint book-running managers (or persons acting on behalf of any of the joint book-running managers) may over-allot ADSs or effect transactions with a view to supporting the market price of the ADSs at a level higher than that which might otherwise prevail. However, there is no assurance that the joint book-running managers (or persons acting on behalf of a joint book-running manager) will undertake stabilization action. Such stabilizing, if commenced, may be discontinued at any time and, if begun, must be brought to an end after a limited period. Any stabilization action or over-allotment must be conducted by the relevant joint book-running managers (or persons acting on behalf of any joint book-running manager) in accordance with all applicable laws and rules.

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SUMMARY

This summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This is not intended to be a complete description of the matters covered in this prospectus supplement and the accompanying prospectus and is subject to, and qualified in its entirety by reference to, the more detailed information and financial statements (including the notes thereto) included or incorporated by reference in this prospectus supplement and the accompanying prospectus. Unless otherwise indicated, all references to the Company, we, us, our or Teva refer to Teva Pharmaceutical Industries Limited and its subsidiaries. All references to the accompanying prospectus are to the prospectus dated November 30, 2015. Except as otherwise stated herein, we assume no exercise of the underwriters option to purchase up to an additional ADSs.

The Company

We are a global pharmaceutical company, committed to increasing access to high-quality healthcare by developing, producing and marketing affordable generic medicines and a focused portfolio of specialty medicines. We operate in pharmaceutical markets worldwide, with major operations in the United States, Europe and other markets. As the world s leading generic medicines company with a strong specialty medicines portfolio, we are strategically positioned to benefit from ongoing changes in the global healthcare environment.

We seek to address unmet patient needs while capitalizing on evolving market, economic and legislative dynamics in global healthcare. These dynamics include the aging population, increased spending on pharmaceuticals in emerging markets, economic pressure on governments and private payors to provide accessible healthcare solutions, legislative and regulatory reforms, an increase in patient awareness and the growing importance of over-the-counter (OTC) medicines.

We believe that our dedicated leadership and employees, world-leading generics expertise and portfolio, focused specialty portfolio, OTC joint venture with The Procter & Gamble Company, active pharmaceutical ingredient production capability, integrated R&D capabilities and global infrastructure and scale position us to take advantage of opportunities created by these dynamics.

In addition to the Actavis Generics acquisition described below, we expect to separately pay $2.3 billion in cash upon the closing of our pending acquisition of Representaciones e Investigaciones Médicas, S.A. de C.V. (Rimsa). We expect to fund the Rimsa acquisition through available cash, borrowings under our credit facilities, the net proceeds of this offering and the concurrent Mandatory Convertible Preferred Shares offering and/or the debt financings described below.

Segments

We operate our business in two segments:

Generic medicines, which include chemical and therapeutic equivalents of originator medicines in a variety of dosage forms, including tablets, capsules, injectables, inhalants, liquids, ointments and creams. We are the leading generic drug company in the United States and Europe, and we have a significant or growing presence in our Rest of the World markets. We are also one of the world s leading manufacturers of active pharmaceutical ingredients.

Specialty medicines, which include several franchises, most significantly our core therapeutic areas of central nervous system medicines such as Copaxone ®, Azilect ® and Nuvigil ® and of respiratory medicines such as ProAir ® HFA and QVAR ®. Our specialty medicines segment includes other therapeutic areas, such as oncology, women s health and selected other areas.

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In addition to these two segments, we have other activities, primarily PGT Healthcare, our OTC joint venture with The Procter & Gamble Company.

Actavis Generics Acquisition

On July 26, 2015, we entered into a definitive agreement with Allergan plc to acquire its worldwide generic pharmaceuticals business and certain other assets, which we refer to as Actavis Generics. We will pay total consideration consisting of $33.75 billion in cash and approximately 100 million Teva shares, which represented $6.75 billion in value, based on the previously-agreed price of approximately $67.30 per share. Closing of the transaction is subject to certain conditions, including relevant regulatory approvals. Subject to satisfaction of the closing conditions, we expect the acquisition to close in the first quarter of 2016. Following consummation of the acquisition, our generics segment is expected to make up a much larger percentage of our revenues. Further information about the Actavis Generics acquisition, including a copy of the Master Purchase Agreement, is contained in a Report of Foreign Private Issuer on Form 6-K filed by us with the U.S. Securities and Exchange Commission (the SEC) on July 28, 2015.

We expect to finance the $33.75 billion cash consideration for the Actavis Generics acquisition, together with related fees and expenses, through a combination of new equity (including the issuance and sale of Mandatory Convertible Preferred Shares in the concurrent Mandatory Convertible Preferred Shares offering described below and of ADSs in the offering contemplated hereby) and the proposed debt financings described below.

Actavis Generics

Actavis Generics includes, with certain exceptions, Allergan s U.S. and international generic commercial units, third-party supplier Medis, global generic manufacturing operations, global generic research and development (R&D) unit, international OTC commercial unit (excluding OTC eye care products) and some mature international brands. Actavis Generics has operations in more than 60 countries, with the United States representing more than half of the revenues of the business in 2014 and for the nine months ended September 30, 2015. Its other major markets include the United Kingdom, Russia and Poland. As of September 30, 2015, Actavis Generics marketed over 275 generic pharmaceutical product families in the U.S.

Actavis Generics growth strategy has focused on (i) internal development of differentiated and high-demand products, including challenging patents associated with these products, (ii) establishment of strategic alliances and collaborations and (iii) acquisitions of complementary products and companies. Actavis Generics also develops and out-licenses generic pharmaceutical products through its Medis third party business.

Actavis Generics sells generic pharmaceutical products primarily to drug wholesalers, retailers and distributors, including national retail drug and food store chains, hospitals, clinics, mail order retailers, government agencies and managed healthcare providers such as health maintenance organizations and other institutions.

Actavis Generics has devoted significant resources to research and development. It conducts its R&D activities through a network of more than 20 global R&D centers, the majority of which are being acquired by Teva. As a result of these activities, Actavis Generics had a pipeline of more than 200 Abbreviated New Drug Applications (ANDAs) on file in the United States as of December 31, 2014.

The special purpose combined financial statements and other information relating to Actavis Generics are included in a Report of Foreign Private Issuer on Form 6-K filed by us with the SEC on November 30, 2015.

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Strategic Rationale

The acquisition will combine two generics businesses with complementary strengths, brands and cultures, creating a leading product portfolio and pipeline. The resulting product portfolio will be complemented by a significantly expanded and more efficient global footprint, including strengthened operations, sales and R&D platforms in attractive markets around the world. Teva will seek to leverage this expanded generics pipeline, R&D capabilities, operational network, supply chain, global commercial deployment and infrastructure to achieve greater efficiencies across the healthcare system and provide patients and consumers worldwide with better access to high quality affordable medicines.

In acquiring Actavis Generics, Teva seeks to create a dynamic generics and specialty pharmaceutical company that integrates and leverages our combined expertise to develop innovative products. Teva will continue to seek to develop high-value medicines, with an emphasis on complex and branded generics, focused on the needs of patients and the people who care for them. In particular, Teva believes that the acquisition, when and if consummated, will:

Provide Substantial Financial Benefits. The transaction is expected to provide substantial financial benefits for Teva, including more highly diversified revenues and profits, and substantial cost synergies and tax savings. Actavis Generics had net revenues and total direct expenses of $6,374.0 million and $5,441.3 million, respectively, in the year ended December 31, 2014, and $4,637.5 million and $3,988.5 million, respectively, in the nine months ended September 30, 2015. In addition, Teva expects to achieve substantial cost synergies and tax savings due to increased efficiencies in operations, G&A, manufacturing, and sales and marketing.

Create Leading Generics Portfolio and Pipeline. Following the acquisition (without giving effect to possible required divestitures), Teva will have an enhanced portfolio of generic products and an attractive pipeline of approximately 320 pending ANDAs in the United States, including approximately 110 exclusive U.S. first-to-file pending ANDAs (including shared exclusivities).

Enhance R&D Capabilities and Technology. Following the acquisition, Teva will have what it believes will be among the most advanced R&D capabilities in the generics industry. These capabilities will enhance Teva s ability to develop and offer a portfolio of complex and differentiated generic products.

Bolster Specialty Development Pipeline. Teva further expects to leverage these enhanced R&D capabilities with its expertise in its core specialty therapeutic areas to develop novel products based on known molecules, thereby expanding its specialty product portfolio.

Expand Global Commercial Reach. Through the acquisition, Teva will have a commercial presence across 100 markets, including a leading position in over 40 markets, positioning Teva to significantly enhance the global scale and efficiency of its sales and R&D platforms.

We caution you that the acquisition may not be consummated and, even if consummated, we may not realize the anticipated benefits of the acquisition. See Risk Factors Risks Related to the Actavis Generics Acquisition. Additionally, Allergan Generics business is subject to risks similar to those described in the risk factors that are incorporated herein by reference, and the combined business will continue to be subject to risks including ongoing consolidation of the pharmaceutical industry customer base.

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Financing Transactions

In addition to this offering, we expect to obtain or otherwise incur additional financing for the Actavis Generics acquisition as described below.

Mandatory Convertible Preferred Shares Offering

Concurrently with this offering, we are offering, by means of a separate prospectus supplement, 3,375,000 of our Mandatory Convertible Preferred Shares, plus up to 337,500 additional Mandatory Convertible Preferred Shares that the underwriters of such offering have the option to purchase from us solely to cover overallotments, if any, at the public offering price of $ per share, less underwriting discounts and commissions. For a description of certain of the terms of our Mandatory Convertible Preferred Shares, see Description of Mandatory Convertible Preferred Shares in the accompanying prospectus. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy the securities being offered in such concurrent Mandatory Convertible Preferred Shares offering.

Debt Financings

Subsequent to this offering and, if completed, the concurrent Mandatory Convertible Preferred Shares offering, we expect to offer approximately $22 billion aggregate principal amount of notes. The proceeds of such offering, together with borrowings under our new $5 billion term loan facility (consisting of a tranche of three-year senior unsecured term loans in an aggregate principal amount of $2.5 billion and a tranche of five-year senior unsecured term loans in an original aggregate principal amount of $2.5 billion), are expected to fund the balance of the purchase price for the Actavis Generics acquisition, and related fees and expenses. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy any notes that may be offered or sold in the proposed notes offerings. Further information about our term loan facility, including a copy of the term loan agreement, is contained in a Report of Foreign Private Issuer on Form 6-K filed by us with the SEC on November 18, 2015. In addition, we may incur additional debt in connection with the Rimsa acquisition.

If and to the extent the ADSs offered hereby, the Mandatory Convertible Preferred Shares being offered in the concurrent Mandatory Convertible Preferred Shares offering or the proposed notes are not issued and sold (or are issued in lesser amounts), we will borrow up to $28.75 billion under our 364-day senior unsecured bridge facilities and pursuant to our equity bridge commitment letter. Further information about our bridge loan facilities and our equity bridge commitment letter, including copies of related agreements, is contained in Reports of Foreign Private Issuer on Form 6-K filed by us with the SEC on August 3, 2015, September 29, 2015 and November 18, 2015.

Completion of this offering is not contingent upon (1) the closing of the Mandatory Convertible Preferred Shares offering, (2) the closing of the proposed notes offerings or bank financings or (3) the completion of the Actavis Generics acquisition. Accordingly, even if the acquisition or the other financing transactions do not occur, the ADSs sold in this offering (together with the underlying ordinary shares) will remain outstanding.

We cannot assure you that we will complete the Actavis Generics acquisition or any of the other financing transactions on the terms contemplated by this prospectus supplement or at all.

After the closing of the acquisition, if completed, we may also replenish our cash or repay any borrowings made in connection with the acquisition with the proceeds of additional financings.

Teva was incorporated in Israel on February 13, 1944, and is the successor to a number of Israeli corporations, the oldest of which was established in 1901. Our executive offices are located at 5 Basel Street, P.O. Box 3190, Petach Tikva 4951033, Israel, and our telephone number is +972-3-926-7267.

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The Offering

The summary below contains basic information about this offering. It does not contain all of the information you should consider in making your investment decision. You should read the entire prospectus supplement and the accompanying prospectus and the information included or incorporated and deemed to be incorporated by reference herein and therein, including the section entitled Risk Factors included in this prospectus supplement, the section entitled Risk Factors in our Annual Report on Form 20-F for the year ended December 31, 2014, as updated by our subsequent filings incorporated in this prospectus supplement by reference, and the consolidated financial statements and the accompanying notes, and pro forma financial information, incorporated by reference in this prospectus supplement, before making an investment decision. As used in this section, we, our and us refer only to Teva Pharmaceutical Industries Limited and not to its consolidated subsidiaries.

Issuer	Teva Pharmaceutical Industries Limited.
Securities Offered	of our American Depositary Shares, each representing one ordinary share, nominal (par) value NIS 0.10 per share.
Approximate Number of Ordinary Shares to be Outstanding after this Offering	ordinary shares, including ordinary shares represented by ADSs.(1)
Public Offering Price	$ per ADS.
Overallotment Option	We have granted the underwriters the option to purchase up to an additional ADSs from us solely to cover overallotments, if any, at the public offering price, less underwriting discounts and commissions, within 30 days from the date of this prospectus supplement.
The ADSs	Each ADS represents one ordinary share of Teva deposited with the custodian. ADSs may be issued in uncertificated form or may be evidenced by an American Depositary Receipt, or ADR. ADRs evidencing a specified number of ADSs are issuable by the depositary pursuant to the deposit agreement. The deposit agreement governs the terms of the ADSs and ADRs. You may surrender your ADSs to the depositary to withdraw the ordinary shares underlying your ADSs, except in limited circumstances during which such surrender and withdrawal rights may be temporarily suspended by the depositary or Teva. The depositary will charge you a fee for such an exchange. We may amend or terminate the deposit agreement for any reason without your consent. Any amendment that imposes or increases fees or charges (other than taxes or other governmental charges, registration fees, or certain administrative expenses) or which otherwise prejudices any substantial existing right you have as an ADS holder will not become effective as to outstanding ADSs until 30 days after notice of the amendment is given to ADS holders. If an

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	amendment becomes effective, you will be bound by the deposit agreement as amended if you continue to hold your ADSs. To better understand the terms of the ADSs, you should carefully read the section in this prospectus supplement entitled Description of American Depositary Shares. We also encourage you to read the deposit agreement, which is an exhibit to the registration statement that includes this prospectus supplement and the accompanying prospectus.
New York Stock Exchange Symbol for ADSs	TEVA.
Use of Proceeds	We estimate that the net proceeds to us from this offering, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately $ (or approximately $ if the underwriters exercise their overallotment option in full). We expect to use the net proceeds of this offering, together with the net proceeds of the concurrent Mandatory Convertible Preferred Shares offering and the proposed debt financings, to finance the cash consideration portion of the purchase price for the Actavis Generics acquisition and to pay related fees and expenses, to finance our pending Rimsa acquisition and/or otherwise for general corporate purposes. In the event that we do not consummate the Actavis Generics acquisition and the Rimsa acquisition for any reason, then we expect to use the net proceeds from this offering for general corporate purposes.
United States Federal Income Tax Considerations	The material United States federal income tax consequences of purchasing, owning and disposing of the ADSs are described in United States Federal Income Tax Considerations.
Israeli Tax Considerations	The material Israeli tax consequences of purchasing, owning and disposing of the ADSs are described in Israeli Tax Considerations.
Concurrent Mandatory Convertible Preferred Shares Offering	Concurrently with this offering, we are offering, by means of a separate prospectus supplement, 3,375,000 shares of our % Mandatory Convertible Preferred Shares, plus up to an additional 337,500 of our Mandatory Convertible Preferred Shares that the underwriters of such offering have the option to purchase from us solely to cover overallotments, if any, at a public offering price of $ per Mandatory Convertible Preferred Share. The proceeds of such offering are expected to also be used to finance the Actavis Generics acquisition or otherwise for general corporate purposes. For a description of the Mandatory Convertible Preferred Shares, see Description of Mandatory Convertible Preferred Shares in the accompanying prospectus.

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Depositary	JPMorgan Chase Bank, N.A.
Payment and Settlement	The ADSs are expected to be delivered against payment on , 2015. The ADSs will be registered in the name of a nominee of Depository Trust Company (DTC) in New York, New York. In general, beneficial ownership interests in the ADSs will be shown on, and transfers of these beneficial ownership interests will be effected only through, records maintained by DTC and its direct and indirect participants.

(1) Immediately after the completion of this offering, in addition to the Mandatory Convertible Preferred Shares offered in the concurrent Mandatory Convertible Preferred Shares offering, we will have approximately million of our ordinary shares (including ADSs representing ordinary shares) issued and outstanding, excluding:

of our ADSs issuable upon the exercise of the underwriters overallotment option in this offering;

the issuance of approximately 100 million ordinary shares (or ADSs with respect thereto) to pay the aggregate stock consideration portion of the Actavis Generics acquisition;

the issuance, upon conversion of the Mandatory Convertible Preferred Shares, of a number of our ADSs equal to up to the product of (i) the number of Mandatory Convertible Preferred Shares offered in the concurrent Mandatory Convertible Preferred Shares offering, multiplied by (ii) the maximum conversion rate (as defined in the accompanying prospectus), together with any ADSs issued in respect of accrued and unpaid dividends, as well as applicable make-whole amounts, upon conversion of the Mandatory Convertible Preferred Shares;

an aggregate of approximately 30 million of our ordinary shares (or ADSs with respect thereto) reserved for issuance under our various share compensation plans as of September 30, 2015; and

an aggregate of approximately 3.8 million of our ordinary shares (or ADSs with respect thereto) issuable upon conversion of our outstanding convertible debentures.

Risk Factors

See Risk Factors beginning on page S-10 of this prospectus supplement for a discussion of factors to which you should refer and carefully consider prior to making an investment in the ADSs.

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Summary Selected Historical and Pro Forma Financial Data of Teva

The following summary selected operating data of Teva for each of the years in the three-year period ended December 31, 2014 and summary selected balance sheet data at December 31, 2014 and 2013 are derived from Teva s audited consolidated financial statements and related notes incorporated by reference into this prospectus supplement, which have been prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. The summary selected operating data for each of the years in the two-year period ended December 31, 2011 and summary selected balance sheet data at December 31, 2012, 2011 and 2010 are derived from other audited consolidated financial statements of Teva, which have been prepared in accordance with U.S. GAAP.

The unaudited pro forma financial information of Teva is based upon the historical financial statements of Teva and the special purpose combined statements of net assets acquired and revenues and direct expenses of Actavis Generics for the year ended December 31, 2014 and the nine month period ended September 30, 2015, each of which are incorporated by reference herein, adjusted to give effect to the Actavis Generics acquisition and related financing, as described under Unaudited Pro Forma Condensed Combined Financial Statements included in this prospectus supplement.

The summary selected unaudited financial data of Teva as of and for each of the nine-month periods ended September 30, 2015 and 2014 are derived from unaudited consolidated financial statements incorporated by reference into this prospectus supplement. Such financial statements include, in Teva s opinion, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results for the unaudited periods. You should not rely on these interim results as being indicative of results Teva may expect for the full year or any other interim period. Comparability of data across the periods set forth below is affected by acquisitions that occurred during those periods.

The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Teva, and you should read the summary selected historical financial data together with Teva s audited and unaudited consolidated financial statements and related notes and Operating and Financial Review and Prospects included in Teva s Annual Report on Form 20-F for the year ended December 31, 2014 and Reports of Foreign Private Issuer on Form 6-K incorporated into this prospectus supplement by reference. See the section entitled Where You Can Find More Information for information on where you can obtain copies of these documents.

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Operating Data

	For the nine months ended September 30,			For the year ended December 31,					
	2015 Pro Forma	2015 (unaudited)	2014	Pro forma 2014	2014	2013	2012	2011	2010
	U.S. dollars in millions (except per share and share amounts)								
Net revenues	19,051	14,771	15,104	26,160	20,272	20,314	20,317	18,312	16,121
Cost of sales	9,700	6,262	6,937	13,865	9,216	9,607	9,665	8,797	7,056
Gross profit	9,351	8,509	8,167	12,295	11,056	10,707	10,652	9,515	9,065
Research and development expenses	1,401	1,079	1,109	1,966	1,488	1,427	1,356	1,095	951
Selling and marketing expenses	2,981	2,562	2,855	4,504	3,861	4,080	3,879	3,478	2,968
General and administrative expenses	1,346	948	897	1,741	1,217	1,239	1,238	932	865
Legal settlements, loss contingencies, impairments, restructuring and others	1,669	1,499	297	650	539	2,312	1,974	901	410
Operating income	1,954	2,421	3,009	3,434	3,951	1,649	2,205	3,109	3,871
Financial expenses net	1,239	930	243	614	313	399	386	153	225
Income before income taxes	715	1,491	2,766	2,820	3,638	1,250	1,819	2,956	3,646
Income taxes	231	385	405	428	591	(43)	(137)	127	283
Share in losses of associated companies net	7	7	13	5	5	40	46	61	24
Net income	477	1,099	2,348	2,387	3,042	1,253	1,910	2,768	3,339
Net income (loss) attributable to non-controlling interests	11	11	(20)	(13)	(13)	(16)	(53)	9	8
Net income attributable to Teva	466	1,088	2,368	2,400	3,055	1,269	1,963	2,759	3,331
Earnings per share attributable to Teva:									
Basic ($)	0.44	1.28	2.78	2.26	3.58	1.49	2.25	3.10	3.72
Diluted ($)	0.44	1.26	2.76	2.25	3.56	1.49	2.25	3.09	3.67
Weighted average number of shares (in millions):									
Basic	1,060	851	852	1,062	853	849	872	890	896
Diluted	1,069	860	857	1,067	858	850	873	893	921

Balance Sheet Data

	As of September 30, 2015		As of December 31,				
	Pro Forma	(unaudited)	2014	2013	2012	2011	2010
	U.S. dollars in millions						
Financial assets (cash, cash equivalents and marketable securities)	1,731	2,042	2,601	1,245	3,089	1,748	1,549
Working capital (operating assets minus liabilities)	3,793	742	1,642	2,493	3,589	3,937	3,835

Total assets	98,888	48,625	46,420	47,508	50,609	50,142	38,152
Short-term debt and current maturities of long term liabilities	24,398	2,148	1,761	1,804	3,006	4,280	2,771
Long-term debt, net of current maturities	14,266	9,516	8,566	10,387	11,712	10,236	4,110
Total debt	38,664	11,664	10,327	12,191	14,718	14,516	6,881
Total equity	35,595	22,900	23,355	22,636	22,867	22,343	22,002

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RISK FACTORS

Before you invest in the ADSs, you should carefully consider the risks involved. Accordingly, you should carefully consider the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors listed below and in the accompanying prospectus. See also Forward-Looking Statements.

Risks Related to Our Business

Investment in our securities involves various risks. In making an investment decision, you should carefully consider the risks and uncertainties described under the heading Risk Factors in our Annual Report on Form 20-F for the year ended December 31, 2014, our Reports of Foreign Private Issuer on Form 6-K that are incorporated herein by reference and any future filings made by Teva pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the termination of this offering as well as the risk factors below.

Risks Related to the Actavis Generics Acquisition

If the Actavis Generics acquisition is consummated, generics will be a significantly larger component of our business.

For the nine months ended September 30, 2015, our generics segment represented approximately 46% of our revenues. Following the consummation of the Actavis Generics acquisition, generics will comprise a significantly larger component of our business, expected to be approximately 60% of our revenues. Accordingly, we will be increasingly subject to the risks associated with that business.

Teva may fail to realize all of the anticipated benefits of the Actavis Generics acquisition or those benefits may take longer to realize than expected. Teva may also encounter significant difficulties in integrating Actavis Generics.

The ability of Teva to realize the anticipated benefits of the Actavis Generics acquisition will depend, to a large extent, on Teva s ability to integrate the Actavis Generics business. The combination of two independent businesses is a complex, costly and time-consuming process. As a result, Teva and Actavis Generics will be required to devote significant management attention and resources prior to closing to prepare for integrating, and Teva will be required to devote significant management attention and resources post-closing to integrate, the business practices and operations of Teva and Actavis Generics. The integration process may disrupt the businesses and, if implemented ineffectively, would restrict the realization of the full expected benefits. The failure to meet the challenges involved in integrating the two businesses and to realize the anticipated benefits of the transactions could cause an interruption of, or a loss of momentum in, the activities of the combined businesses and could adversely affect the results of operations of the combined businesses.

In addition, the overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer and other business relationships, and diversion of management s attention. The difficulties of combining the operations of the companies include, among others:

- the diversion of management s attention to integration matters;
- difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from the combination;
- difficulties in the integration of operations and systems;
- conforming standards, controls, procedures and accounting and other policies, business cultures and compensation structures between the two companies;
- difficulties in the assimilation of employees;

difficulties in managing the expanded operations of a significantly larger and more complex company;

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challenges in keeping existing customers and obtaining new customers;

challenges in attracting and retaining key personnel; and

coordinating a geographically dispersed organization.

Many of these factors will be outside of our control and any one of them could result in increased costs, decreases in the amount of expected revenues and diversion of management s time and energy, which could materially impact the business, financial condition and results of operations of the combined company. In addition, even if the operations of the businesses of Teva and Actavis Generics are integrated successfully, the full benefits of the transactions and other pending acquisitions (such as the Rimsa acquisition) may not be realized, including the synergies, cost savings or sales or growth opportunities that are expected. These benefits may not be achieved within the anticipated time frame, or at all. Further, additional unanticipated costs may be incurred in the integration of the businesses of Teva and Actavis Generics. All of these factors could cause dilution to the earnings per share of Teva, decrease or delay the expected accretive effect of the transactions, and negatively impact the price of the Mandatory Convertible Preferred Shares or our ADSs. As a result, it cannot be assured that the Actavis Generics acquisition will result in the realization of the full benefits anticipated from such transaction.

If the Actavis Generics acquisition is consummated, Teva will incur a substantial amount of debt to finance the aggregate cash consideration portion and certain other amounts to be paid in connection with the acquisition, which will increase its expenses and could adversely affect Teva s business, including by restricting its ability to engage in additional transactions or incur additional indebtedness or resulting in a downgrade or other adverse action with respect to Teva s credit rating.

In connection with the Actavis Generics acquisition, Teva expects that one or more of its subsidiaries will borrow approximately $27 billion through various debt financings that it will guarantee. Following the completion of the acquisition, on a pro forma basis, giving effect to the incurrence of debt, the consolidated debt of Teva would have been approximately $38.7 billion as of September 30, 2015. As a result, Teva s borrowing costs will increase significantly.

This substantial level of debt could have important consequences to Teva s business, including, but not limited to:

reducing the benefits Teva expects to receive from the Actavis Generics acquisition;

making it more difficult for Teva to satisfy its obligations;

limiting Teva s ability to borrow additional funds and increasing the cost of any such borrowing;

increasing Teva s vulnerability to, and reducing its flexibility to respond to, general adverse economic and industry conditions;

limiting Teva s flexibility in planning for, or reacting to, changes in its business and the industry in which it operates;

placing Teva at a competitive disadvantage as compared to its competitors, to the extent that they are not as highly leveraged; and

restricting Teva from pursuing certain business opportunities.

Teva s credit ratings impact the cost and availability of future borrowings and, accordingly, Teva s cost of capital. Teva s ratings at any time will reflect each rating organization s then opinion of Teva s financial strength, operating performance and ability to meet its debt obligations. Following the announcement of the Actavis Generics acquisition, Standard and Poor s Financial Services LLC and Moody s Investor Service, Inc. downgraded Teva s ratings to BBB+ and Baa1, respectively, and expect to further downgrade Teva s ratings in connection with the

consummation of the acquisition to BBB and Baa2, respectively. Any reduction in Teva s credit ratings may limit Teva s ability to borrow at interest rates consistent with the interest rates that have been

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available to Teva prior to the acquisition. If Teva s credit ratings are downgraded or put on watch for a potential downgrade, Teva may not be able to sell additional debt securities or borrow money in the amounts, at the times or interest rates or upon the more favorable terms and conditions that might be available if Teva s current credit ratings are maintained.

Teva expects that, for a period of time following the consummation of the Actavis Generics acquisition, Teva will have significantly less cash on hand than the pro forma cash on hand of the combined businesses prior to the closing. This reduced amount of cash could adversely affect Teva s ability to grow.

Teva is expected to have, for a period of time following the consummation of the Actavis Generics acquisition, significantly less cash and cash equivalents on hand than the approximately $928 million of combined cash and cash equivalents of the two businesses as of September 30, 2015. On a pro forma basis, giving effect to the Actavis Generics acquisition as if it had been consummated on September 30, 2015, Teva would have had $648 million of cash and cash equivalents. Although the management of Teva believes that it will have access to cash sufficient to meet Teva s business objectives and capital needs, the lessened availability of cash and cash equivalents for a period of time following the consummation of the Actavis Generics acquisition could constrain Teva s ability to grow its business. Teva s more leveraged financial position following the Actavis Generics acquisition could also make it vulnerable to general economic downturns and industry conditions, and place it at a competitive disadvantage relative to its competitors that have more cash at their disposal. In the event that Teva does not have adequate capital to maintain or develop its business, additional capital may not be available to Teva on a timely basis, on favorable terms, or at all.

The purchase agreement for the Actavis Generics acquisition may be terminated in accordance with its terms and the Actavis Generics acquisition may not be completed.

The purchase agreement for the Actavis Generics acquisition contains a number of conditions that must be fulfilled to complete the acquisition. Those conditions primarily consist of U.S. and European Union antitrust approvals and other customary conditions, including, among others, (i) the accuracy of representations and warranties and compliance with covenants and (ii) the absence of any material adverse effect with respect to Actavis Generics or Teva. The purchase agreement contains certain customary termination rights, including, among others, the right of either party to terminate the purchase agreement if the closing has not occurred by July 26, 2016, which date may be extended by up to an additional three months in certain circumstances.

While we intend to use the proceeds of this offering to fund the Actavis Generics acquisition, this offering is not contingent on the completion of the Actavis Generics acquisition. If the Actavis Generics acquisition is not consummated, holders of the Mandatory Convertible Preferred Shares will be exposed to the risks faced by the Company s existing business without any of the potential benefits from the Actavis Generics acquisition. In these circumstances, such holders will also be relying on the judgment of our management and board of directors with regard to the use of the proceeds from this offering, and will not have the opportunity, as part of their investment decision, to assess whether the proceeds are being used appropriately. In these circumstances it is possible that the proceeds will be invested in a way that does not yield a favorable, or any, return for us or our securityholders. In addition, if the purchase agreement is terminated in specified circumstances, certain termination fees become payable.

Teva and Allergan must obtain governmental and regulatory consents to consummate the Actavis Generics acquisition, which if delayed or not granted or granted with unacceptable conditions, may prevent, delay or jeopardize the consummation of the transaction, result in additional expenditures of money and resources and/or reduce the anticipated benefits of the transaction.

Consummation of the Actavis Generics acquisition will require approval by certain governmental and regulatory authorities, including those required under the antitrust and competition laws of those in the U.S., the European Union and certain other foreign countries and authorities. The governmental agencies with which the parties will make these filings and seek certain of these approvals and consents have broad discretion in administering the governing regulations. Teva can provide no assurance that all required approvals and consents will be obtained. Moreover, as a condition to their approval of the transaction, certain governmental agencies

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may impose requirements, limitations or costs or require divestitures or place restrictions on the conduct of the business of the combined company after the closing of the acquisition. Any one of these requirements, limitations, costs, divestitures or restrictions could jeopardize or delay the effective time of the acquisition or materially reduce the anticipated benefits of the transaction. If the parties to the transaction agree to any material requirements, limitations, costs, divestitures or restrictions in order to obtain any approvals or clearances required to consummate the acquisition, these requirements, limitations, costs, divestitures or restrictions could adversely affect Teva s ability to integrate Actavis Generics with its operations and/or reduce or eliminate the anticipated benefits of the transaction. This could result in a failure to consummate the transactions or have a material adverse effect on the business and results of operations of the combined company. In addition, if the purchase agreement is terminated under certain circumstances by Allergan or Teva due to failure to obtain necessary antitrust approvals, then Teva must pay Allergan $1 billion.

The actual financial positions and results of operations of Teva and Actavis Generics may differ materially from the unaudited pro forma financial data included in this prospectus supplement.

The pro forma financial information contained in this prospectus supplement is presented for illustrative purposes only and may not be an indication of what Teva s financial position or results of operations would have been had the transactions been completed on the dates indicated. The pro forma financial information has been derived from the audited and unaudited historical financial statements of Teva, and Actavis Generics and certain adjustments and assumptions have been made regarding the combined businesses after giving effect to the transactions. The assets and liabilities of Actavis Generics have been measured at fair value based on various preliminary estimates using assumptions that Teva s management believes are reasonable utilizing information currently available. The process for estimating the fair value of acquired assets and assumed liabilities requires the use of judgment in determining the appropriate assumptions and estimates. These estimates may be revised as additional information becomes available and as additional analyses are performed. Differences between preliminary estimates in the pro forma financial information and the final acquisition accounting will occur and could have a material impact on the pro forma financial information and the combined company s financial position and future results of operations.

In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect Teva s financial condition or results of operations following the closing. Any potential decline in Teva s financial condition or results of operations may cause significant variations in Teva s share price.

Teva will incur direct and indirect costs as a result of the Actavis Generics acquisition.

Teva will incur substantial expenses in connection with and as a result of completing the Actavis Generics acquisition and, over a period of time following the completion of the Actavis Generics acquisition, Teva further expects to incur substantial expenses in connection with coordinating the businesses, operations, policies and procedures of Teva and Actavis Generics. While Teva has assumed that a certain level of transaction expenses will be incurred, factors beyond Teva s control could affect the total amount or the timing of these expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately.

Risks Related to the Ordinary Shares Underlying the ADSs

Our ability to declare and pay dividends on our ordinary shares, including those underlying the ADSs, may be limited.

Our declaration and payment of dividends on our ordinary shares (including those underlying the ADSs) in the future will be determined by our board of directors (or, to the extent permissible under the Articles and applicable law, an authorized committee thereof) in its sole discretion and will depend on business conditions, our financial condition, earnings and liquidity and other factors. The agreements governing any of our and our subsidiaries existing or future indebtedness may limit our ability to declare and pay dividends on our ordinary shares (including those underlying the ADSs). In the event that the agreements governing any such indebtedness

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restrict our ability to declare and pay dividends in cash on our ordinary shares (including those underlying the ADSs), we may be unable to declare and pay dividends in cash on our ordinary shares (including those underlying the ADSs) unless we can repay or refinance the amounts outstanding under such agreements.

Under Israeli law, we may declare and pay a dividend only if, upon the reasonable determination of our board of directors, the distribution will not prevent us from being able to meet the terms of our existing and foreseeable obligations as they become due. Under the Israeli Companies Law, the distribution amount is further limited to the greater of retained earnings or earnings accumulated over the two most recent years according to our then last adjusted, reviewed or audited financial statements, provided that the date of the financial statements is not more than six months prior to the date of distribution. In the event that we do not have accumulated earnings legally available for distribution, as defined in the Israeli Companies Law, we may seek the approval of the court in order to distribute a dividend. The court may approve our request if it is convinced that there is no reasonable concern that the payment of a dividend will prevent us from satisfying our existing and foreseeable obligations as they become due.

Our ordinary shares (including those underlying the ADSs) will rank junior to the Mandatory Convertible Preferred Shares with respect to dividends and amounts payable in the event of our liquidation, dissolution or winding up.

Our ordinary shares (including those underlying the ADSs) will rank junior to the Mandatory Convertible Preferred Shares with respect to the payment of dividends and amounts payable in the event of our liquidation, dissolution or winding up. This means that, unless full cumulative dividends have been paid or set aside for payment on all outstanding Mandatory Convertible Preferred Shares for all accrued dividend periods, no dividends may be declared or paid on our ordinary shares (including those underlying the ADSs). Likewise, in the event of our voluntary or involuntary liquidation, dissolution or winding up, no distribution of our assets may be made to holders of our ordinary shares (or ADSs representing them) until we have paid to holders of the Mandatory Convertible Preferred Shares a liquidation preference equal to $1,000 per share plus accrued and unpaid dividends.

Our ordinary shares (including those underlying the ADSs) will rank junior to all of our consolidated liabilities.

In the event of a bankruptcy, liquidation, dissolution or winding up, our assets will be available to pay obligations on our ordinary shares (including those underlying the ADSs) only after all of our consolidated liabilities have been paid. In the event of a bankruptcy, liquidation, dissolution or winding up, there may not be sufficient assets remaining, after paying our and our subsidiaries liabilities, to pay amounts due on any or all of our ADSs and our ordinary shares then outstanding. As of September 30, 2015, we had a total of approximately $11.7 billion of outstanding debt and, on an as-adjusted basis after giving effect to the Actavis Generics acquisition (but not the Rimsa acquisition) and the proposed debt financings, would have had approximately $38.7 billion of outstanding debt. We have the ability to, and may incur, additional debt in the future.

The Israeli withholding rate on dividend distributions is uncertain and may vary from distribution to distribution.

The rate of withholding taxes under Israeli law applicable to dividend payments with respect to our ADSs depends on the profits out of which Teva chooses to make the payments. Accordingly, withholding on dividend distributions could be imposed generally at a rate of 15%, 20% or 25%, or a blended rate between 15% and 25%, unless the shareholder is or was a substantial shareholder, as defined under Israeli law. See Israeli Tax Considerations Israeli Taxation Applicable to Holders of ADSs Capital Gains and Income Taxes Applicable to Israeli Resident Shareholders and Withholding Taxes on Dividends Distributed by Teva to Non-Israeli Residents. Holders should consult their tax advisors regarding the availability of the foreign tax credit under the holder s particular circumstances and the requirements for claiming such credit.

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Certain rights of the holders of the Mandatory Convertible Preferred Shares and certain contractual and statutory provisions could delay or prevent an otherwise beneficial takeover or takeover attempt of us and, therefore, could reduce the ability of our ordinary shares (including those underlying our ADSs) to benefit from any such takeover or takeover attempt.

Certain rights of the holders of the Mandatory Convertible Preferred Shares could make it more difficult or more expensive for a third party to acquire us. For example, if a fundamental change were to occur on or prior to , 2018, holders of the Mandatory Convertible Preferred Shares may have the right to convert their Mandatory Convertible Preferred Shares, in whole or in part, at an increased conversion rate and will also be entitled to receive a fundamental change dividend make-whole amount equal to the present value of all remaining dividend payments on their Mandatory Convertible Preferred Shares. See Description of Mandatory Convertible Preferred Shares Conversion at the Option of the Holder Upon Fundamental Change; Fundamental Change Dividend Make-Whole Amount in the accompanying prospectus. These features of the Mandatory Convertible Preferred Shares could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management.

The price of our ADSs may be volatile.

The market price of our ADSs may be influenced by many factors, some of which are beyond our control, including those described in or incorporated by reference in this Risk Factors section and the following:

- the factors described below under the heading Forward-Looking Statements;
- actual or anticipated fluctuations in our operating results or our competitors operating results;
- announcements by us or our competitors of new products, capacity changes, significant contracts, acquisitions or strategic investments;
- our growth rate and our competitors growth rates;
- the financial market and general economic conditions;
- changes in stock market analyst recommendations regarding us, our competitors or the pharmaceutical industry generally, or lack of analyst coverage of our ADSs;
- sales of our ADSs or ordinary shares by our executive officers, directors and significant shareholders or any sales of substantial amounts of our ADSs or ordinary shares;
- developments indicating the Actavis Generics acquisition will or will not occur;
- changes in accounting principles; and
- changes in tax laws and regulations.

Sales of substantial amounts of our ADSs or ordinary shares in the public market, or the perception that these sales may occur, could cause the market price of our ADSs to decline.

Sales of substantial amounts of our ordinary shares (or ADSs with respect thereto) in the public market, including the approximately 100 million of our ordinary shares (or ADSs with respect thereto) being issued to pay the stock consideration portion of the Actavis Generics acquisition, or the perception that these sales may occur, or the conversion of the Mandatory Convertible Preferred Shares or the payment of dividends on the Mandatory Convertible Preferred Shares in the form of our ADSs, or the perception that such conversions or dividends could occur, could cause the market price of our ADSs to decline. This could also impair our ability to raise additional capital through the sale of our equity securities.

The availability of our ADSs for sale in the future could reduce the market price of our ADSs.

In the future we may issue additional securities to raise capital. We may also acquire interests in other companies using our ADSs or ordinary shares or a combination of cash and our ADSs or ordinary shares. We may also issue securities convertible into our ADSs or ordinary shares in addition to the Mandatory Convertible Preferred Shares offered in the concurrent Mandatory Convertible Preferred Shares offering. Any of these events may dilute your ownership interest in us and have an adverse impact on the price of our ADSs.

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FORWARD-LOOKING STATEMENTS

Our disclosure and analysis in this prospectus supplement contain or incorporate by reference some forward-looking statements. Forward-looking statements describe our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. Such statements may include words such as anticipate, estimate, expect, project, intend plan, believe and other words and terms of similar meaning in connection with any discussion of future operating or financial performance. In particular, these statements include, among other things, statements relating to:

- our business strategy;
- the anticipated results of acquisitions, including our pending Actavis Generics and Rimsa acquisitions;
- the development and launch of our products, including product approvals and results of clinical trials;
- projected markets and market size;
- anticipated results of litigation and regulatory proceedings;
- our projected revenues, market share, expenses, net income margins and capital expenditures; and
- our liquidity.

This prospectus supplement contains or incorporates by reference forward-looking statements, which express the current beliefs and expectations of management and involve a number of known and unknown risks and uncertainties that could cause our future results, performance or achievements to differ significantly from the results, performance or achievements expressed or implied by such forward-looking statements. Important factors that could cause