

ALKERMES INC  
Form DEFA14A  
July 18, 2011

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported): July 18, 2011  
ALKERMES, INC.  
(Exact Name of Registrant as Specified in its Charter)**

**PENNSYLVANIA**  
(State or Other Jurisdiction of  
Incorporation)

**1-14131**  
(Commission  
File Number)

**23-2472830**  
(I.R.S. Employer  
Identification No.)

**852 Winter Street**  
**Waltham, Massachusetts**  
(Address of principal executive offices)

**02451-1420**  
(Zip Code)

**Registrant's telephone number, including area code: (781) 609-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

Item 2.02. Results of Operations and Financial Condition

Item 8.01. Other Events

Item 9.01. Financial Statements and Exhibits

**SIGNATURE**

EX-99.1

EX-99.2

---

**Table of Contents**

**Item 2.02. Results of Operations and Financial Condition.**

On July 18, 2011, Alkermes, Inc. ( Alkermes or the Company ) issued a press release (the Press Release ) which announced, among other things, its first quarter fiscal year 2012 net sales for VIVITROL® (naltrexone for extended-release injectable suspension). A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

The Press Release, which was issued in conjunction with the Company s Analyst and Investor Day held on July 18, 2011, also provides financial expectations related to the merger of the Company with Elan Drug Technologies ( EDT ) to create Alkermes plc, which merger was announced in May 2011. The Press Release also provides an update on Alkermes advancing product portfolio. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Also in connection with its Analyst and Investor Day, Alkermes has prepared an investor presentation which was made available beginning on July 18, 2011 and which discusses, among other things, the business strategy and rationale of the merger of Alkermes with EDT, an updated financial outlook for Alkermes plc, including revenues and adjusted EBITDA margin expansion, VIVITROL net sales for the first quarter of fiscal 2012, the launch of BYDUREON (exenatide extended-release for injectable suspension) in Europe, and recent advances of Alkermes products and late-stage pipeline candidates. A copy of the investor presentation is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Forward Looking Statements**

Information set forth herein contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, which involve a number of risks and uncertainties. Alkermes cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such forward-looking statements include, but are not limited to, statements concerning the likelihood that the merger with EDT is consummated and the timing of such consummation; future financial and operating performance, business plans or prospects of Alkermes plc; the timing, funding and feasibility of product development activities; and the therapeutic value of the Company s products. The statements in this document reflect the expectations and beliefs of the Company s management only as of the date of this document and subsequent events and developments may cause these expectations and beliefs to change. The Company undertakes no obligation to update or revise these statements, except as may be required by law. These forward-looking statements should not be relied upon as representing the Company s views as of any date after the date of this document.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain regulatory approvals of the transaction on the proposed terms and schedule; the failure of Alkermes stockholders to approve the transaction; the outcome of pending or potential litigation or governmental investigations; the risk that the businesses will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; uncertainty of the expected financial and operational performance of Alkermes plc following completion of the proposed transaction; Alkermes plc s ability to achieve the cost savings and synergies contemplated by the proposed transaction within the expected time frame; disruption from the proposed transaction making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the calculations of, and factors that may impact the calculations of, the acquisition price in connection with the proposed merger and the allocation of such acquisition price to the net assets acquired in accordance with applicable accounting rules and methodologies; the ability to develop successfully our products in a timely and cost-effective manner, including the risk that clinical trial results for the company s products will not be predictive of real-world results or of results in subsequent clinical trials; decisions by regulatory authorities regarding the company s products; and the risk that the company s products may prove difficult to manufacture, be precluded from commercialization by the proprietary rights of third parties, or have unintended side effects, adverse reactions or incidents of misuse that could cause the U.S. Food and Drug Administration (FDA) or other health authorities to require post-approval studies or require removal of the company s products from the market. Additional information and other factors are contained in Alkermes filings with the Securities and Exchange Commission, including

Alkermes Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and other SEC filings, which are available at the SEC's web site <http://www.sec.gov>. Alkermes disclaims any obligation to update and revise statements contained in these materials based on new information or otherwise. The Company cautions investors not to place undue reliance on the forward-looking statements contained in this document or other filings with the SEC.

**Important Additional Information and Where to Find It**

This communication does not constitute an offer to sell, or the solicitation of an offer to sell, or the solicitation of an offer to subscribe for or buy, any securities nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to or qualification under the securities laws of any such jurisdiction.

In connection with the proposed merger, on June 22, 2011, Antler Science Two Limited, to be re-registered and renamed Alkermes plc, filed with the SEC a registration statement on Form S-4 (commission file number 333-175078) that includes a preliminary proxy statement of Alkermes and that also constitutes a preliminary prospectus of Antler Science Two Limited regarding the proposed merger. After the registration statement has been declared effective by the SEC, a definitive proxy statement/prospectus will be mailed to Alkermes shareholders in connection with the proposed merger. **INVESTORS ARE URGED TO READ CAREFULLY THE PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER DOCUMENTS RELATING TO THE MERGER FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT ALKERMES, EDT AND THE PROPOSED MERGER.** You may obtain a copy of the registration statement and the proxy statement/prospectus (when available) and other related documents filed by Alkermes, Elan or EDT with the SEC regarding the proposed merger as well as other filings containing information about Alkermes, Elan, EDT and the merger, free of charge, through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov), by directing a request to Alkermes Investor Relations department at Alkermes, Inc., 852 Winter Street, Waltham, Massachusetts 02451, Attn: Investor Relations or to Alkermes Investor Relations department at (781) 609-6000 or by email to [financial@alkermes.com](mailto:financial@alkermes.com). Copies of the proxy statement/prospectus and the filings with the SEC that will be

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**Table of Contents**

incorporated by reference in the proxy statement/prospectus can also be obtained, when available, without charge, from Alkermes' website at [www.alkermes.com](http://www.alkermes.com) under the heading "Investor Relations" and then under the heading "SEC Filings".

**Participants in Solicitation**

This communication is not a solicitation of a proxy from any Alkermes shareholder. Alkermes and its directors, executive officers and certain other members of management and employees may, however, be deemed to be participants in the solicitation of proxies in respect of the proposed merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of proxies in respect of the proposed merger is set forth in the preliminary proxy statement/prospectus filed with the SEC. You can find information about Alkermes' directors and executive officers in its definitive proxy statement filed with the SEC on July 29, 2010. You can obtain free copies of these documents as described above.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>                       |
|------------|------------------------------------------|
| 99.1       | Press Release, dated as of July 18, 2011 |
| 99.2       | Investor Presentation                    |

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**Table of Contents**

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ALKERMES, INC.**

Date: July 18, 2011

By: /s/ James M. Frates  
James M. Frates  
Senior Vice President, Chief Financial  
Officer  
and Treasurer