

TEVA PHARMACEUTICAL INDUSTRIES LTD  
Form 6-K  
March 31, 2015

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

**FORM 6-K**

**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16**  
**under the Securities Exchange Act of 1934**  
**For the month of March, 2015**  
**Commission File Number 0-16174**

**TEVA PHARMACEUTICAL INDUSTRIES LIMITED**

**(Translation of registrant's name into English)**

**5 Basel Street, P.O. Box 3190**

**Petach Tikva 4951033 Israel**

**(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

On March 31, 2015, Teva Pharmaceutical Industries Limited ( Teva ) consummated, through a finance subsidiary, Teva Pharmaceutical Finance Netherlands II B.V. ( Teva Finance ), the offering of an aggregate of 1,300,000,000 of 1.250% Senior Notes due 2023 (the 2023 Notes ) and 700,000,000 of 1.875% Senior Notes due 2027 (the 2027 Notes and, together with the 2023 Notes, the Notes ). The Notes were issued by Teva Finance and are guaranteed by Teva.

The Notes were issued pursuant to a Senior Indenture, dated as of March 31, 2015 (the Indenture ), by and among Teva, Teva Finance and The Bank of New York Mellon, as trustee (the Trustee ), as supplemented by the Supplemental Senior Indenture, dated as of March 31, 2015, by and among Teva, Teva Finance, the Trustee and The Bank of New York Mellon, London branch, as principal paying agent (the Supplemental Indenture ). Net proceeds to Teva Finance from the offering were approximately \$2.17 billion, after deducting the managers' discounts and estimated offering expenses payable by Teva and Teva Finance.

The Notes were sold to non-U.S. persons outside the United States in accordance with Regulation S under the U.S. Securities Act of 1933, as amended (the Securities Act ). The Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the benefit or account of, U.S. persons absent registration or an exemption from registration under the Securities Act.

The relevant terms of the Notes are set forth in the Indenture and the Supplemental Indenture, attached hereto as Exhibits 4.1 and 4.2, respectively, and incorporated herein by reference. The descriptions of the Indenture, the Supplemental Indenture and the Notes in this report are summaries and are qualified in their entirety by the terms of the Indenture, the Supplemental Indenture and the Notes, respectively.

**SIGNATURES**

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, thereunto duly authorized.

**TEVA PHARMACEUTICAL INDUSTRIES LIMITED**  
(Registrant)

By: /s/ Eyal Desheh  
Name: Eyal Desheh  
Title: Chief Financial Officer

Date: March 31, 2015

**EXHIBITS**

- 4.1 Senior Indenture, dated as of March 31, 2015, by and among Teva Pharmaceutical Industries Limited, Teva Pharmaceutical Finance Netherlands II B.V. and The Bank of New York Mellon, as trustee.
- 4.2 Supplemental Senior Indenture, dated as of March 31, 2015, by and among Teva Pharmaceutical Industries Limited, Teva Pharmaceutical Finance Netherlands II B.V., The Bank of New York Mellon, as trustee and The Bank of New York Mellon, London branch, as principal paying agent, including the form of the Notes.