

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)
March 7, 2015

ALKERMES PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction
of incorporation)

001-35299
(Commission
File Number)

98-1007018
(IRS Employer
Identification Number)

Connaught House
One Burlington Road
Dublin 4, Ireland
(Address of principal executive offices)

+353-1-772-8000
(Registrant's telephone number, including area
code)

(Zip Code)

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:

- 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))

Item 1.01 Entry into a Material Definitive Agreement

On March 7, 2015, Alkermes Pharma Ireland Limited ("APIL"), Eagle Holdings USA, Inc. ("Eagle," and together with APIL, the "Sellers"), Daravita Limited (each of APIL, Eagle, and Daravita Limited, an indirect wholly-owned subsidiary of Alkermes plc), Recro Pharma, Inc., a Pennsylvania corporation listed on Nasdaq ("Recro") and Recro Pharma LLC (the "Acquisition Sub" together with Recro, the "Purchasers") entered into a Purchase and Sale Agreement (the "Purchase Agreement"), pursuant to which the Sellers will sell (the "Disposition") to Purchasers a manufacturing facility in Gainesville, GA, the manufacturing and royalty revenue associated with products manufactured at the facility and global rights to Meloxicam IV/IM. The Disposition will be effected through Sellers' sale of two wholly-owned subsidiaries to the Acquisition Sub.

Under the terms of the Purchase Agreement, the Purchasers will make an initial cash payment to Sellers of \$50 million, subject to adjustment as described in the Purchase Agreement, and issue warrants to APIL to purchase an aggregate of 350,000 shares of Recro common stock at a per share exercise price equal to two times the closing price of Recro's common stock on the day prior to closing. Sellers are also eligible to receive low double digit royalties on net sales of Meloxicam IV/IM and up to \$120 million in milestone payments upon the achievement of certain regulatory and sales milestones related to Meloxicam IV/IM.

Geraldine Henwood, President and Chief Executive Officer of Recro, was a member of the Board of Directors (the "Board") of Alkermes plc (the "Company"). See Item 5.02(b) below.

The Purchase Agreement contains usual and customary representations and warranties that the parties made to one another as of specific dates. The assertions embodied in those representations and warranties were made solely for purposes of the Purchase Agreement, and may be subject to important qualifications and limitations agreed to by the parties in connection with negotiating its terms. Moreover, the representations and warranties are subject to a contractual standard of materiality that may be different from what may be viewed as material to stockholders, and the representations and warranties may have been used to allocate risk between the parties rather than establishing matters as facts. The parties have also made covenants under the Purchase Agreement, including, among other things, Sellers' covenants to cause the transferred businesses to be conducted in the ordinary course during the interim period between the execution of the Purchase Agreement and the consummation of the Disposition.

The Purchase Agreement provides that the Sellers and their affiliates may not solicit or participate in competing acquisition proposals prior to the earlier of closing, or termination of the Purchase Agreement. If the Disposition is consummated, the Sellers and their affiliates will be prohibited from engaging in certain activities competitive to the transferred business for a period of three years (other than with respect to Meloxicam IV/IM which restriction shall extend to the term of the license of intellectual property related thereto), as further described in the Purchase Agreement.

The proposed Disposition is subject to customary closing conditions, including but not limited to the expiration or termination of the waiting period under the Hart-Scott-Rodino

Antitrust Improvements Act and Recro's ability to obtain financing to fund the initial cash payment. The Disposition is currently expected to be completed in the second quarter of 2015.

The Purchase Agreement also provides for certain termination rights for both the Sellers and Recro. Upon termination of the Agreement under specified circumstances, Recro may be required to pay Sellers a termination fee of \$5,000,000.

Item 5.02(b). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 7, 2015, Geraldine Henwood notified the Board of the Company that she would be resigning as a member of the Company's Board effective immediately. Ms. Henwood's decision was not the result of any disagreement between the Company and Ms. Henwood on any matter, including with respect to the Company's operations, policies or practices.

Item 7.01. Regulation FD Disclosure.

On March 9, 2015, the Company issued a press release announcing, among other things, the execution of the Purchase Agreement. A copy of the press release is attached hereto as Exhibit 99.1. This information, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit
No.

Description

99.1 Press release issued on March 9, 2015 by Alkermes plc

Forward-Looking Statements

Certain statements set forth herein may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, but not limited to: statements concerning future financial and operating performance, business plans or prospects; the likelihood of continued revenue growth from the company's commercial products; the therapeutic and commercial value of the company's products and Meloxicam IV/IM; and the likelihood that the sale transaction with Recro will be completed on time or at all. The company cautions that forward-looking statements are inherently uncertain. Although the company believes that such statements are based on reasonable assumptions within the bounds of its

knowledge of its business and operations, the forward-looking statements are neither promises nor guarantees and they are necessarily subject to a high degree of uncertainty and risk. Actual performance and results may differ materially from those expressed or implied in the forward-looking statements due to various risks and uncertainties. These risks and uncertainties include, among others: regulatory submissions may not occur or be submitted in a timely manner; the company, and its partners, may not be able to continue to successfully commercialize its products; there may be a reduction in payment rate or reimbursement for the company's products or an increase in the company's financial obligations to governmental payers; the U.S. Food and Drug Administration or regulatory authorities outside the U.S. may make adverse decisions regarding the company's products and Meloxicam IV/IM; 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; completion of the sale to Recro is subject to customary closing conditions, including antitrust law clearance; and those risks and uncertainties described under the heading "Risk Factors" in the company's Annual Report on Form 10-K for the fiscal year ended Dec. 31, 2014, and in any other subsequent filings made by the company with the Securities and Exchange Commission ("SEC") and which are available on the SEC's website at www.sec.gov. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. The information contained in this current report is provided by the company as of the date hereof and, except as required by law, the company disclaims any intention or responsibility for updating or revising any forward-looking information contained in this current report.

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 hereunto duly authorized.

ALKERMES PLC

Dated: March 9, 2015

By: /s/ James M. Frates

Name: James M. Frates

Title: Senior Vice President and Chief Financial Officer (Principal
Financial and Accounting Officer)

INDEX TO EXHIBITS

**Exhibit
No.**

Description

| | |
|------|---|
| 99.1 | Press release issued on March 9, 2015 by Alkermes plc |
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Alkermes Contacts:

For Investors: Rebecca Peterson, +1 781 609 6378

For Media: Jennifer Snyder, +1 781 609 6166

ALKERMES PLC ANNOUNCES SALE OF GAINESVILLE, GA MANUFACTURING FACILITY TO RECRO PHARMA, INC.*— Alkermes Streamlines Manufacturing Operations and Exits Non-Core Business —**— Alkermes Provides Updated 2015 Financial Guidance to Reflect Transaction —*

DUBLIN, Ireland, March XX, 2015 — Alkermes plc (NASDAQ: ALKS) today announced that it has entered into a definitive agreement to sell its manufacturing facility in Gainesville, GA, the manufacturing and royalty revenue associated with products manufactured at the facility and global rights to Meloxicam IV/IM to Recro Pharma, Inc. (Recro), a specialty pharmaceutical company. Under the terms of the agreement, Alkermes will receive from Recro an initial cash payment of \$50 million, development and commercialization milestone payments of up to \$120 million related to Meloxicam IV/IM and low double-digit royalties on net sales of Meloxicam IV/IM. This transaction is subject to antitrust law clearance as well as other customary terms and conditions. This transaction is anticipated to close in the second quarter of 2015.

Assets being sold as part of the transaction include the Good Manufacturing Practices (GMP) facility in Gainesville, which was acquired by Alkermes in 2011 as part of its business combination with Elan Drug Technologies; Alkermes' rights to RITALIN LA[®], FOCALIN XR[®], VERELAN[®], ZOHYDRO[®] ER, and BIDIL[™]; and the late-stage, parenteral formulation of Meloxicam IV/IM, a nonsteroidal anti-inflammatory drug, which has completed multiple phase 2 trials for the management of moderate-to-severe acute pain, as well as related technology.

“We are streamlining Alkermes' manufacturing operations for our commercial products and late-stage pipeline into our two GMP facilities in Athlone, Ireland, and Wilmington, Ohio,” said James Frates, Chief Financial Officer of Alkermes. “With this transaction, we are capturing value from non-core assets, as we continue to execute on our strategy and focus on the key driver

of our future growth — our late-stage pipeline of innovative medicines for central nervous system diseases.”

Financial Expectations for 2015

As a result of this transaction, Alkermes is revising its financial expectations for 2015. The following statements are forward-looking, and actual results may differ materially. Please see “Note Regarding Forward-Looking Statements” at the end of this press release for risks that could cause results to differ materially from these forward-looking statements.

- **Cash and Total Investments:** The transaction is expected to increase the company's cash and total investments by \$50 million. The company reported cash and total investments of approximately \$802 million at Dec. 31, 2014.
- **Revenues:** The company expects that revenues will decrease by approximately \$40 million, to be in the range of \$600 million to \$630 million, revised from an expectation of \$640 million to \$670 million.
- **Cost of Goods Manufactured and Sold:** The company expects that cost of goods manufactured and sold will decrease by approximately \$25 million, to be in the range of \$130 million to \$140 million, revised from an expectation of \$155 million to \$165 million.
- **Research and Development (R&D) Expenses:** The company continues to expect R&D expenses to range from \$345 million to \$365 million.
- **Selling, General and Administrative (SG&A) Expenses:** The company continues to expect SG&A expenses to range from \$310 million to \$330 million.
- **Amortization of Intangible Assets:** The company continues to expect amortization of intangible assets to be approximately \$65 million.
- **Net Interest Expense:** The company continues to expect net interest expense to range from \$10 million to \$15 million.
- **Income Tax Expense:** The company continues to expect income tax expense to range from \$10 million to \$15 million.
- **GAAP Net Loss:** The company expects that GAAP net loss will increase by approximately \$15 million, to be in the range of \$270 million to \$300 million, and a basic and diluted loss per share of \$1.80 to \$2.00, based on a weighted average basic and diluted share count of approximately 150 million shares outstanding. This is revised from

an expectation of a GAAP net loss of \$255 million to \$285 million, and a basic and diluted loss per share of \$1.70 to \$1.90, based on a weighted average basic and diluted share count of approximately 150 million shares outstanding.

- **Non-GAAP Net Loss:** The company expects that non-GAAP net loss will increase by approximately \$15 million, to be in the range of \$55 million to \$75 million, and a basic and diluted non-GAAP net loss per share of \$0.37 to \$0.50. This is revised from an expectation of a non-GAAP net loss in the range of \$40 to \$60 million, and a basic and diluted non-GAAP net loss per share of \$0.27 to \$0.40.
- **Capital Expenditures:** The company expects that capital expenditures will decrease by approximately \$5 million, to be approximately \$50 million, revised from an expectation of approximately \$55 million.

Free Cash Flow: The company expects that free cash outflow will increase by approximately \$10 million, to be in the range of \$105 million to \$125 million. This is revised from an expectation of a free cash outflow of \$95 million to \$115 million.

Lazard Frères & Co. LLC served as financial advisor and Goodwin Procter LLP served as legal advisor to Alkermes.

About Alkermes

Alkermes plc is a fully integrated, global biopharmaceutical company that applies its scientific expertise and proprietary technologies to develop innovative medicines that improve patient outcomes. The company has a diversified portfolio of more than 20 commercial drug products and a substantial clinical pipeline of product candidates that address central nervous system (CNS) disorders such as addiction, schizophrenia, depression and multiple sclerosis. Headquartered in Dublin, Ireland, Alkermes plc has an R&D center in Waltham, Massachusetts; a research and manufacturing facility in Athlone, Ireland; and a manufacturing facility in Wilmington, Ohio. For more information, please visit Alkermes' website at www.alkermes.com.

Non-GAAP Financial Measures

This press release includes information about certain financial measures that are not prepared in accordance with generally accepted accounting principles in the U.S. (GAAP), including non-GAAP net loss, non-GAAP net loss per share and free cash flow. These non-GAAP measures are

not based on any standardized methodology prescribed by GAAP and are not necessarily comparable to similar measures presented by other companies.

Management defines its non-GAAP financial measures as follows:

- Non-GAAP net income adjusts for one-time and non-cash charges by excluding from GAAP results: share-based compensation expense; amortization; depreciation; non-cash net interest expense; non-cash tax expense; deferred revenue; and certain other one-time or non-cash items.
- Free cash flow represents non-GAAP net income less capital expenditures.

The company's management believes that these non-GAAP financial measures, when viewed with the company's results under GAAP and the accompanying reconciliations, better indicate underlying trends in ongoing operations and cash flows. However, non-GAAP net loss, non-GAAP net loss per share and free cash flow are not measures of financial performance under GAAP and, accordingly, should not be considered as alternatives to GAAP measures as indicators of operating performance.

A reconciliation of GAAP to non-GAAP financial measures has been provided in the table included in this press release.

Note Regarding Forward-Looking Statements

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company, and its partners, may not be able to continue to successfully commercialize its products; there may be a reduction in payment rate or reimbursement for the company's products or an increase in the company's financial obligations to governmental payers; the U.S. Food and Drug Administration or regulatory authorities outside the U.S. may make adverse decisions regarding the company's products and Meloxicam IV/IM; 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; completion of the sale to Recro is subject to customary closing conditions, including antitrust law clearance; and those risks and uncertainties described under the heading "Risk Factors" in the company's Annual Report on Form 10-K for the fiscal year ended Dec. 31, 2014, and in any other subsequent filings made by the company with the Securities and Exchange Commission ("SEC") and which are available on the SEC's website at www.sec.gov. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. The information contained in this press release is provided by the company as of the date hereof and, except as required by law, the company disclaims any intention or responsibility for updating or revising any forward-looking information contained in this press release.

Alkermes plc and Subsidiaries 2015 Guidance — GAAP to Non-GAAP Adjustments

An itemized reconciliation between projected loss per share on a GAAP basis and projected earnings per share on a non-GAAP basis is as follows:

| (In millions, except per share data) | Amount | Shares | Loss Per Share |
|---|---------------|---------------|---------------------------|
| Projected Net Loss — GAAP | \$ (285.0) | 150 | \$ (1.90) |
| Adjustments: | | | |
| Non-cash net interest expense | 1.0 | | |
| Non-cash taxes | 10.0 | | |
| Depreciation expense | 35.0 | | |

| | | | | |
|------------------------------------|----|----------------|-----|------------------|
| Amortization expense | | 65.0 | | |
| Share-based compensation expense | | 110.0 | | |
| Deferred revenue | | (1.0) | | |
| Projected Non-GAAP Net Loss | \$ | (65.0) | 150 | \$ <u>(0.43)</u> |
| Capital expenditures | | 50.0 | | |
| Projected Free Cash Outflow | \$ | <u>(115.0)</u> | | |

Projected GAAP and non-GAAP measures reflect mid-points within ranges of estimated guidance.
