

Bausch Health Companies Inc.
Form S-8
August 10, 2018

As filed with the Securities and Exchange Commission on August 10, 2018
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
BAUSCH HEALTH COMPANIES INC.
(Exact Name of Registrant as Specified in Its Charter)

British Columbia, Canada 98-0448205
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

2150 St. Elzéar Blvd. West
Laval, Quebec
Canada, H7L 4A8 (514) 744-6792
(Address, including zip code, and telephone
number, including area code, of Registrant's
principal executive offices)
BAUSCH HEALTH COMPANIES INC.
AMENDED AND RESTATED 2014 OMNIBUS INCENTIVE PLAN
(Full Title of the Plan)

Christina Ackermann
Executive Vice President and General Counsel
Bausch Health Companies Inc.
c/o Valeant Pharmaceuticals North America, LLC
400 Somerset Corporate Blvd.
Bridgewater, NJ 08807
(866) 246-8245

(Name, address and telephone number,
including area code, of agent for service)

Copy to:

Kyoko Takahashi Lin
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Shares, no par value	11,900,000	\$22.77	\$270,963,000	\$33,734.90

(1) This Registration Statement on Form S-8 (this “Registration Statement”) covers Common Shares, no par value (“Common Shares”), of Bausch Health Companies Inc. (the “Company” or the “Registrant”) (f/k/a Valeant Pharmaceuticals International, Inc.) issuable pursuant to the Company’s 2014 Omnibus Incentive Plan, as amended and restated effective as of April 30, 2018 (the “Plan”), and any additional Common Shares that become issuable under the Plan by reason of any stock dividend, stock split, or other similar transaction pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”).

(2) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices reported for a Common Share on the New York Stock Exchange on August 6, 2018.

(3) Rounded up to the nearest penny.

EXPLANATORY NOTE

This Registration Statement has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of registering an additional 11,900,000 Common Shares that are issuable at any time or from time to time under the Plan. Pursuant to General Instruction E, the contents of the Registration Statement on Form S-8 filed for the Plan with the Securities and Exchange Commission (the “Commission”) on May 21, 2014 (Registration No. 333-196120), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement, except as supplemented by the information set forth below.

PART I

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8 instructions. The document containing the information specified in Part I will be delivered to the participants in the Plan as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed with the Commission are incorporated herein by reference:

- (a) The Company’s Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Commission on February 28, 2018 (Registration No. 001-14956).
- (b) The Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018 and June 30, 2018, filed with the SEC on May 8, 2018 and August 7, 2018, respectively.
- (c) The Company’s Current Reports on Form 8-K filed after the fiscal year ended December 31, 2017 (excluding any information and exhibits furnished under Items 2.02 or 7.01 thereof).
- (d) The description of the Company’s Common Shares contained in the Company’s Registration Statement on Form 8-A12B/A filed with the SEC on May 20, 2014 and any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein), modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits.

Exhibit Number	Exhibit Description
<u>4.1</u>	<u>Certificate of Continuation, dated August 9, 2013, originally filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on August 13, 2013*</u>
<u>4.2</u>	<u>Notice of Articles of the Company, as of July 16, 2018, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 16, 2018, originally filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed on August 13, 2013*</u>
<u>4.3</u>	<u>Articles of the Company, as of July 13, 2018 and dated August 8, 2013, filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed on July 16, 2018, originally filed as Exhibit 3.3 to the Company's Current Report on Form 8-K filed on August 13, 2013*</u>
<u>5.1</u>	<u>Opinion of Osler, Hoskin & Harcourt LLP</u>
<u>23.1</u>	<u>Consent of PricewaterhouseCoopers LLP (U.S.)</u>
<u>23.2</u>	<u>Consent of Osler, Hoskin & Harcourt LLP (included in Exhibit 5.1)</u>
<u>24.1</u>	<u>Power of Attorney (included on the signature pages of this Registration Statement)</u>
<u>99.1</u>	<u>Bausch Health Companies Inc. Amended and Restated 2014 Omnibus Incentive Plan, effective as of April 30, 2018, originally filed as Exhibit A to the Company's Management Proxy Circular and Proxy Statement on Schedule 14A filed on March 21, 2018*</u>

* Incorporated herein by reference

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the United States, in the city of Bridgewater, State of New Jersey, on August 10, 2018.

BAUSCH HEALTH COMPANIES INC.

By: /s/ Joseph C. Papa

Joseph C. Papa

Chief Executive Officer

(Principal Executive Officer and Chairman of the Board of Directors)

VALEANT PHARMACEUTICALS NORTH AMERICA, LLC, as

Authorized Representative in the United States

By: /s/ Christina M. Ackermann

Christina M. Ackermann

Executive Vice President and General Counsel

on behalf of Valeant Pharmaceuticals North America, LLC

POWER OF ATTORNEY

The undersigned directors and officers of Bausch Health Companies Inc. hereby appoint each of Joseph C. Papa and Paul S. Herendeen as attorneys-in-fact for the undersigned, with full power of substitution for, and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, any and all amendments (including post-effective amendments) and exhibits to this registration statement on Form S-8 (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933) and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable, hereby ratifying and confirming all that said attorney-in-fact, or his her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Joseph C. Papa Joseph C. Papa	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	August 10, 2018
/s/ Paul S. Herendeen Paul S. Herendeen	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 10, 2018
/s/ Sam A. Eldessouky Sam A. Eldessouky	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	August 10, 2018
/s/ Richard U. De Schutter Richard U. De Schutter	Director	August 10, 2018
/s/ D. Robert Hale D. Robert Hale	Director	August 10, 2018
Dr. Argeris N. Karabelas Dr. Argeris N. Karabelas	Director	August 10, 2018
/s/ Sarah B. Kavanagh Sarah B. Kavanagh	Director	August 10, 2018
/s/ John A. Paulson John A. Paulson	Director	August 10, 2018
/s/ Robert N. Power Robert N. Power	Director	August 10, 2018
/s/ Russel C. Robertson Russel C. Robertson	Director	August 10, 2018
/s/ Thomas W. Ross, Sr. Thomas W. Ross, Sr.	Director	August 10, 2018

/s/ Amy B. Wechsler,
M.D.
Amy B. Wechsler, M.D.

August 10,
2018