

ELAN CORP PLC  
Form S-8  
June 07, 2012

As filed with the Securities and Exchange Commission on June 7, 2012

Registration No. 333-

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

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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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ELAN CORPORATION, plc  
(Exact name of registrant as specified in its charter)

Ireland  
(State or other jurisdiction of  
incorporation or organization)

Not Applicable  
(I.R.S. Employer Identification No.)

Treasury Building  
Lower Grand Canal Street  
Dublin 2, Ireland  
(Address of principal executive offices)

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Elan Corporation, plc Employee Equity Purchase Plan (2012 Restatement)

(Full title of the plan)

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Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, New York 10281  
Attention: Christopher T. Cox, Esq.  
(212) 504-6000  
(Name and address, including zip code, and telephone number,  
including area code, of agent for service)

Please send copies of all communications to:

William F. Daniel

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Executive Vice President and Secretary  
Elan Corporation, plc  
Treasury Building  
Lower Grand Canal Street  
Dublin 2, Ireland  
(353) 1-709-4000

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CALCULATION OF REGISTRATION FEE

| Title of securities to be registered             | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--|-------------------------|---|---|----------------------------|
| Ordinary Shares, par value 5 Euro cents each (1) | 1,500,000(2)            | \$13.41(3)                                | \$20,115,000(3)                           | \$2,305.18                 |

- (1) American Depositary Shares (“Elan ADSs”), evidenced by American Depositary Receipts, issuable upon deposit of Ordinary Shares, par value 5 Euro cents each (the “Ordinary Shares”), of Elan Corporation, plc (“Elan”) are registered on a separate registration statement on Form F-6. Each Elan ADS represents one Ordinary Share.
- (2) The number of Ordinary Shares stated above consists of the aggregate number of additional Ordinary Shares not previously registered which may be issued under the Elan Corporation plc Employee Equity Purchase Plan (2012 Restatement) (the “EEPP”). In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), the amount being registered also includes such indeterminate number of additional Ordinary Shares as may become issuable under the anti-dilution provisions of the EEPP.
- (3) Estimated solely for the purpose of calculating the registration fee, computed pursuant to Rule 457(c) and Rule 457(h) under the Securities Act on the basis of the average of the high and low sales prices of an Elan ADS, as reported on the New York Stock Exchange - Composite Transactions System on June 4, 2012.

EXPLANATORY STATEMENT

Elan Corporation, plc (“Elan” or the “Registrant”) has prepared this Registration Statement on Form S-8 in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, (the “Securities Act”), to register an additional 1,500,000 Ordinary Shares, par value 5 Euro cents each (the “Ordinary Shares”), of the Registrant authorized for issuance under the Elan Corporation, plc Employee Equity Purchase Plan (2012 Restatement) (the “EEPP”). A Registration Statement on Form S-8 (File No. 333-121021) was filed with the Securities and Exchange Commission on December 6, 2004, covering the registration of 1,500,000 Ordinary Shares authorized for issuance under the original Employee Equity Purchase Plan (plus 1,500,000 Ordinary Shares authorized for issuance under Elan’s 2004 Restricted Stock Unit Plan). A Registration Statement on Form S-8 (File No. 333-135184) was filed with the Securities and Exchange Commission on June 21, 2006 covering the registration of an additional 1,500,000 Ordinary Shares authorized for issuance under the Employee Equity Purchase Plan (2006 Amendment). Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register an additional 1,500,000 Ordinary Shares under the EEPP. Pursuant to such Instruction E, the contents of the previously filed Registration Statements on Form S-8 (File No. 333-121021 and File No. 333-135184) are incorporated herein by reference. The current registration of 1,500,000 Ordinary Shares will increase the number of shares registered under the EEPP from 3,000,000 Ordinary Shares to 4,500,000 Ordinary Shares.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The following is a complete list of exhibits filed as a part of this Registration Statement:

| Exhibit No. | Description   |
|-------------|---|
| 4.1         | Memorandum and Articles of Association of Elan.   |
| 4.2         | Amended and Restated Deposit Agreement, dated as of February 3, 2012, among Elan, Citibank, N.A., as Depositary, and the holders and beneficial owners of American Depositary Receipts issued thereunder. |
| 4.3         | Specimen of American Depositary Receipt, evidencing American Depositary Shares, representing deposited ordinary Shares (included as Exhibit 4.2).   |
| 4.4         | Elan Corporation, plc Employee Equity Purchase Plan (2012 Restatement).   |
| 5.1         | Opinion of A&L Goodbody Solicitors with respect to the legality of the Ordinary Shares being registered hereby.   |
| 23.1        | Consent of A&L Goodbody (included in Exhibit 5.1).  |
| 23.2        | Consent of KPMG, Independent Registered Public Accounting Firm.   |
| 24          | Powers of Attorney (included on the signature pages of this Registration Statement).  |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 City of Dublin, Ireland, on the 7th day of June, 2012.

ELAN CORPORATION, PLC

By: /s/ Nigel Clerkin  
Name: Nigel Clerkin  
Title: Executive Vice President  
and Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Nigel Clerkin and William F. Daniel, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign the Registration Statement on Form S-8 under the Securities Act of 1933, as amended, to sign any and all pre- or post-effective amendments to the Registration Statement on Form S-8, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature                                    | Title  | Date         |
|--|--|--------------|
| /s/ G. Kelly Martin<br>(G. Kelly Martin)     | Chief Executive Officer and<br>Director (Principal Executive<br>Officer)                 | June 7, 2012 |
| /s/ Nigel Clerkin<br>(Nigel Clerkin)         | Chief Financial Officer and<br>Executive Vice President (Principal<br>Financial Officer) | June 7, 2012 |
| /s/ Grainne McAleese<br>(Grainne McAleese)   | Vice President, Finance and Group<br>Controller (Principal Accounting<br>Officer)        | June 7, 2012 |
| /s/ Robert A. Ingram<br>(Robert A. Ingram)   | Chairman of the Board  | June 7, 2012 |
| /s/ Lars Ekman<br>(Lars Ekman, M.D., Ph.D.)  | Director   | June 7, 2012 |
| /s/ Hans Peter Hasler<br>(Hans Peter Hasler) | Director   | June 7, 2012 |
| /s/ Gary Kennedy<br>(Gary Kennedy)           | Director   | June 7, 2012 |

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| Signature  | Title    | Date         |
|--|----------|--------------|
| /s/ Patrick Kennedy<br>(Patrick Kennedy)               | Director | June 7, 2012 |
| /s/ Giles Kerr<br>(Giles Kerr)                         | Director | June 7, 2012 |
| /s/ Kieran McGowan<br>(Kieran McGowan)                 | Director | June 7, 2012 |
| (Kyran McLaughlin)                                     | Director |              |
| /s/ Donal O'Connor<br>(Donal O'Connor)                 | Director | June 7, 2012 |
| /s/ Richard Pilnik<br>(Richard Pilnik)                 | Director | June 7, 2012 |
| /s/ Dennis J. Selkoe, M.D.<br>(Dennis J. Selkoe, M.D.) | Director | June 7, 2012 |
| (Andrew von Eschenbach,<br>M.D.)                       | Director |              |

AUTHORIZED REPRESENTATIVE

Elan Pharmaceuticals, Inc.

By: /s/ G. Kelly Martin  
(G. Kelly Martin)

Authorized Signatory

June 7, 2012

Exhibit Index

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