Mylan N.V.
Form 10-Q
August 09, 2016
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
Form 10-Q
þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2016
OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from_____________to___________

Commission File Number 333-199861
MYLAN N.V.
(Exact name of registrant as specified in its charter)

The Netherlands	98-1189497
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Building 4, Trident Place, Mosquito Way, Hatfield, Hertfordshire, AL10 9UL, England
(Address of principal executive offices)
+44 (0) 1707-853-000
(Registrant's telephone number, including area code)
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No þ
Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of August 5, 2016, there were 534,911,497 of the issuer's €0.01 nominal value ordinary shares outstanding.

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For the Quarterly Period Ended
June 30, 2016

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PART I — FINANCIAL INFORMATION

MYLAN N.V. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(Unaudited; in millions, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Revenues:				
Net sales	$2,539.9	$2,357.0	$4,716.0	$4,211.6
Other revenues	20.8	14.7	36.0	31.8
Total revenues	2,560.7	2,371.7	4,752.0	4,243.4
Cost of sales	1,389.0	1,363.6	2,673.3	2,405.2
Gross profit	1,171.7	1,008.1	2,078.7	1,838.2
Operating expenses:				
Research and development	179.5	168.2	433.1	338.1
Selling, general and administrative	581.4	564.2	1,130.7	1,047.4
Litigation settlements, net	(0.1)	(0.9)	(1.6)	16.8
Total operating expenses	760.8	731.5	1,562.2	1,402.3
Earnings from operations	410.9	276.6	516.5	435.9
Interest expense	90.3	93.9	160.6	173.4
Other expense, net	117.5	2.0	133.8	20.5
Earnings before income taxes and noncontrolling interest	203.1	180.7	222.1	242.0
Income tax provision	34.7	12.8	39.8	17.5
Net earnings	168.4	167.9	182.3	224.5
Net earnings attributable to the noncontrolling interest	—	(0.1)	—	(0.1)
Net earnings attributable to Mylan N.V. ordinary shareholders	$168.4	$167.8	$182.3	$224.4
Earnings per ordinary share attributable to Mylan N.V. ordinary shareholders:				
Basic	$0.33	$0.34	$0.37	$0.49
Diluted	$0.33	$0.32	$0.36	$0.46
Weighted average ordinary shares outstanding:				
Basic	504.4	490.1	497.1	454.0
Diluted	509.7	521.9	509.6	482.8

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MYLAN N.V. AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Earnings
(Unaudited; in millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net earnings	$168.4	$167.9	$182.3	$224.5
Other comprehensive (loss) earnings, before tax:				
Foreign currency translation adjustment	(147.1)	224.3	354.9	(378.3)
Change in unrecognized (loss) gain and prior service cost related to defined benefit plans	(0.1)	3.8	(0.4)	3.9
Net unrecognized gain (loss) on derivatives	3.4	51.3	(45.7)	16.8
Net unrealized gain (loss) on marketable securities	6.6	(0.3)	11.0	(0.2)
Other comprehensive (loss) earnings, before tax	(137.2)	279.1	319.8	(357.8)
Income tax provision (benefit)	3.6	19.8	(13.2)	6.8
Other comprehensive (loss) earnings, net of tax	(140.8)	259.3	333.0	(364.6)
Comprehensive earnings (loss)	27.6	427.2	515.3	(140.1)
Comprehensive earnings attributable to the noncontrolling interest	—	(0.1)	—	(0.1)
Comprehensive earnings (loss) attributable to Mylan N.V. ordinary shareholders	$27.6	$427.1	$515.3	$(140.2)

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MYLAN N.V. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(Unaudited; in millions, except share and per share amounts)

	June 30, 2016	December 31, 2015
ASSETS		
Assets		
Current assets:		
Cash and cash equivalents	$6,361.9	$ 1,236.0
Accounts receivable, net	2,917.4	2,689.1
Inventories	2,191.3	1,951.0
Prepaid expenses and other current assets	716.1	596.6
Total current assets	12,186.7	6,472.7
Property, plant and equipment, net	2,057.6	1,983.9
Intangible assets, net	7,716.5	7,221.9
Goodwill	5,830.2	5,380.1
Deferred income tax benefit	326.3	457.6
Other assets	719.0	751.5
Total assets	$28,836.3	$ 22,267.7
LIABILITIES AND EQUITY		
Liabilities		
Current liabilities:		
Trade accounts payable	$1,017.6	$ 1,109.6
Short-term borrowings	55.9	1.3
Income taxes payable	121.4	92.4
Current portion of long-term debt and other long-term obligations	654.7	1,077.0
Other current liabilities	1,925.0	1,841.9
Total current liabilities	3,774.6	4,122.2
Long-term debt	12,772.8	6,295.6
Deferred income tax liability	682.5	718.1
Other long-term obligations	1,275.1	1,366.0
Total liabilities	18,505.0	12,501.9
Equity		
Mylan N.V. shareholders’ equity		
Ordinary shares — nominal value €0.01 per ordinary share		
Shares authorized: 1,200,000,000		
Shares issued: 509,731,928 and 491,928,095 as of June 30, 2016 and December 31, 2015	5.7	5.5
Additional paid-in capital	7,178.6	7,128.6
Retained earnings	4,644.4	4,462.1
Accumulated other comprehensive loss	(1,431.3)	(1,764.3)
	10,397.4	9,831.9
Noncontrolling interest	1.4	1.4
Less: Treasury stock — at cost		
Shares: 1,311,193 as of June 30, 2016 and December 31, 2015	67.5	67.5
Total equity	10,331.3	9,765.8
Total liabilities and equity	$28,836.3	$ 22,267.7

See Notes to Condensed Consolidated Financial Statements

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MYLAN N.V. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited; in millions)

	Six Months Ended June 30, 2016	2015
Cash flows from operating activities:		
Net earnings	$182.3	$224.5
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	600.5	433.7
Share-based compensation expense	51.9	50.3
Deferred income tax benefit	(92.1)	(76.3)
Loss from equity method investments	55.8	49.7
Other non-cash items	85.5	142.9
Litigation settlements, net	2.4	16.8
Write off of financing fees	35.8	—
Unrealized losses on acquisition-related foreign currency derivatives	84.2	—
Changes in operating assets and liabilities:		
Accounts receivable	(100.6)	(134.1)
Inventories	(235.5)	(231.4)
Trade accounts payable	(137.6)	77.4
Income taxes	18.7	(151.0)
Other operating assets and liabilities, net	(54.2)	(20.8)
Net cash provided by operating activities	497.1	381.7
Cash flows from investing activities:		
Capital expenditures	(121.0)	(122.0)
Change in restricted cash	(50.6)	(11.2)
Purchase of marketable securities	(17.3)	(51.6)
Proceeds from sale of marketable securities	10.9	21.6
Cash paid for acquisitions, net	(943.3)	—
Payments for product rights and other, net	(180.0)	(104.6)
Net cash used in investing activities	(1,301.3)	(267.8)
Cash flows from financing activities:		
Payments of financing fees	(92.3)	(83.6)
Change in short-term borrowings, net	54.7	105.6
Proceeds from convertible note hedge	—	667.9
Proceeds from issuance of long-term debt	6,478.8	305.0
Payments of long-term debt	(500.0)	(973.6)
Proceeds from exercise of stock options	6.8	86.4
Taxes paid related to net share settlement of equity awards	(12.7)	(31.7)
Contingent consideration payments	(15.5)	—
Acquisition of noncontrolling interest	(0.2)	(10.6)
Other items, net	0.8	48.0
Net cash provided by financing activities	5,920.4	113.4
Effect on cash of changes in exchange rates	9.7	(13.1)
Net increase in cash and cash equivalents	5,125.9	214.2
Cash and cash equivalents — beginning of period	1,236.0	225.5
Cash and cash equivalents — end of period	$6,361.9	$439.7
Supplemental disclosures of cash flow information —		

Non-cash transactions:		
Ordinary shares issued for acquisition	$—	$6,305.8

See Notes to Condensed Consolidated Financial Statements

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MYLAN N.V. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements (Unaudited)

1. General
The accompanying unaudited Condensed Consolidated Financial Statements ("interim financial statements") of Mylan N.V. and subsidiaries ("Mylan" or the "Company") were prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") for reporting on Form 10-Q; therefore, as permitted under these rules, certain footnotes and other financial information included in audited financial statements were condensed or omitted. The interim financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the interim results of operations, comprehensive earnings, financial position and cash flows for the periods presented. For periods prior to February 27, 2015, the Company's interim financial statements present the accounts of Mylan Inc. and subsidiaries.
These interim financial statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto in Mylan N.V.'s Annual Report on Form 10-K for the year ended December 31, 2015, as amended. The December 31, 2015 Condensed Consolidated Balance Sheet was derived from audited financial statements.
The interim results of operations and comprehensive earnings for the three and six months ended June 30, 2016 and cash flows for the six months ended June 30, 2016 are not necessarily indicative of the results to be expected for the full fiscal year or any other future period.
2. Revenue Recognition and Accounts Receivable
The Company recognizes net sales when title and risk of loss pass to its customers and when provisions for estimates, including discounts, sales allowances, price adjustments, returns, chargebacks and other promotional programs are reasonably determinable. Accounts receivable are presented net of allowances relating to these provisions. No revisions were made to the methodology used in determining these provisions during the six months ended June 30, 2016. Such allowances were $1.79 billion and $1.84 billion at June 30, 2016 and December 31, 2015, respectively. Other current liabilities include $726.5 million and $681.8 million at June 30, 2016 and December 31, 2015, respectively, for certain sales allowances and other adjustments that are paid to customers.
Through its wholly owned subsidiary Mylan Pharmaceuticals Inc. ("MPI"), the Company has access to a $400 million accounts receivable securitization facility (the "Receivables Facility"). The receivables underlying any borrowings are included in accounts receivable, net, in the Condensed Consolidated Balance Sheets. There were $895.4 million and $914.2 million of securitized accounts receivable at June 30, 2016 and December 31, 2015, respectively.
3. Recent Accounting Pronouncements
In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2016-09, Compensation - Stock Compensation (Topic 718) ("ASU 2016-09"), which simplifies the accounting for share-based compensation payments. The new standard requires all excess tax benefits and tax deficiencies (including tax benefits of dividends on share-based payment awards) to be recognized as income tax expense or benefit on the income statement. The tax effects of exercised or vested awards should be treated as discrete items in the reporting period in which they occur. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, with early adoption permitted. The Company is currently assessing the impact of the adoption of this guidance on its consolidated financial statements and disclosures.
In February 2016, the FASB issued Accounting Standards Update 2016-02, Leases (Topic 840) ("ASU 2016-02"), which provides principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than twelve months regardless of classification. Leases with a term of twelve months or less will be accounted for similar to existing guidance for operating leases. This guidance is effective for annual and interim periods beginning after December 15, 2018, with early adoption permitted. The Company is

currently assessing the impact of the adoption of this guidance on its consolidated financial statements and disclosures.

In January 2016, the FASB issued Accounting Standards Update 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities (“ASU 2016-01”), which requires that most equity investments be measured at fair value, with subsequent changes in fair value recognized in net income (other than those accounted for under equity method of accounting). The amendments in this update also require an entity to present separately in other comprehensive earnings the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. ASU 2016-01 also impacts financial liabilities under the fair value option and the presentation and disclosure requirements for financial instruments. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. The Company is currently assessing the impact of the adoption of this guidance on its consolidated financial statements and disclosures.

In May 2014, the FASB issued Accounting Standards Update 2014-09, Revenue from Contracts with Customers (“ASU 2014-09” updated with “ASU 2015-14”, “ASU 2016-08”, “ASU 2016-10” and “ASU 2016-12”), which revises accounting guidance on revenue recognition that will supersede nearly all existing revenue recognition guidance under U.S. GAAP. The core principal of this guidance is that an entity should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. This guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. This guidance is effective for fiscal years beginning after December 15, 2017, and for interim periods within those fiscal years, and can be applied using a full retrospective or modified retrospective approach. The Company is currently assessing the impact of the adoption of this guidance on its consolidated financial statements and disclosures.

4. Acquisitions and Other Transactions

Renaissance Topicals Business

On June 15, 2016, the Company completed the acquisition of the non-sterile, topicals-focused business (the “Topicals Business”) of Renaissance Acquisition Holdings, LLC (“Renaissance”) for approximately $1.0 billion in cash at closing, including amounts deposited into escrow for potential contingent payments, subject to customary adjustments. The Topicals Business provides the Company with a complementary portfolio of approximately 25 products, an active pipeline of approximately 25 products, and an established U.S. sales and marketing infrastructure targeting dermatologists. The Topicals Business also provides an integrated manufacturing and development platform. In accordance with U.S. GAAP, the Company used the acquisition method of accounting to account for this transaction. Under the acquisition method of accounting, the assets acquired and liabilities assumed in the transaction were recorded at their respective estimated fair values at the acquisition date. The U.S. GAAP purchase price was $972.7 million, which includes estimated contingent consideration of approximately $16 million related to the potential $50 million payment contingent on the achievement of certain 2016 financial targets. The $50 million contingent payment has been paid into escrow. The preliminary allocation of the $972.7 million purchase price to the assets acquired and liabilities assumed for the Topicals Business is as follows:

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(In millions)	
Current assets (excluding inventories)	$68.8
Inventories	74.2
Property, plant and equipment	54.8
Identified intangible assets	467.0
In-process research and development	275.0
Goodwill	307.3
Other assets	0.9
Total assets acquired	1,248.0
Current liabilities	(65.0)
Deferred tax liabilities	(203.6)
Other noncurrent liabilities	(6.7)
Net assets acquired	$972.7

The preliminary fair value estimates for the assets acquired and liabilities assumed were based upon preliminary calculations, valuations and assumptions that are subject to change as the Company obtains additional information during the measurement period (up to one year from the acquisition date). The primary areas of those preliminary estimates that are not yet finalized relate to the finalization of the valuation of intangible assets, the finalization of the working capital adjustment and income taxes.

The acquisition of the Topicals Business broadened the Company's dermatological portfolio. The amount allocated to in-process research and development ("IPR&D") represents an estimate of the fair value of purchased in-process technology for research projects that, as of the closing date of the acquisition, had not reached technological feasibility and had no alternative future use. The fair value of IPR&D of $275.0 million was based on the excess earnings method, which utilizes forecasts of expected cash inflows (including estimates for ongoing costs) and other contributory charges. A discount rate of 12.5% was utilized to discount net cash inflows to present values. IPR&D is accounted for as an indefinite-lived intangible asset and will be subject to impairment testing until completion or abandonment of the projects. Upon successful completion and launch of each product, the Company will make a determination of the estimated useful life of the individual IPR&D asset. The acquired IPR&D projects are in various stages of completion and the estimated costs to complete these projects total approximately $65 million, which is expected to be incurred through 2018. There are risks and uncertainties associated with the timely and successful completion of the projects included in IPR&D, and no assurances can be given that the underlying assumptions used to estimate the fair value of IPR&D will not change or the timely completion of each project to commercial success will occur.

The identified intangible assets of $467.0 million are comprised of $454.0 million of product rights and licenses that have a weighted average useful life 14 years and $13.0 million of contract manufacturing agreements that have a weighted average useful life of five years. Significant assumptions utilized in the valuation of identified intangible assets were based on company specific information and projections which are not observable in the market and are thus considered Level 3 measurements as defined by U.S. GAAP.

The goodwill of $307.3 million arising from the acquisition consisted largely of the value of the employee workforce and the expected value of products to be developed in the future. All of the goodwill was assigned to the Generics segment. None of the goodwill recognized in this transaction is currently expected to be deductible for income tax purposes. Acquisition related costs of approximately $2.7 million were incurred during the six months ended June 30, 2016 related to this transaction, which were recorded as a component of selling, general and administrative expense ("SG&A") in the Condensed Consolidated Statements of Operations. The acquisition did not have a material impact on the Company's results of operations since the acquisition date or on a pro forma basis for the three and six month periods ended June 30, 2016 and 2015.

Meda AB

On February 10, 2016, the Company issued an offer announcement under the Nasdaq Stockholm’s Takeover Rules and the Swedish Takeover Act (collectively, the “Swedish Takeover Rules”) setting forth a public offer to the shareholders of

Meda AB (publ.) ("Meda") to acquire all of the outstanding shares of Meda (the "Offer"), with an enterprise value, including the net debt of Meda, of approximately Swedish kronor ("SEK" or "kr") 83.6 billion (based on a SEK/USD exchange rate of 8.4158) or $9.9 billion at announcement. On August 2, 2016, the Company announced that the Offer was accepted by Meda shareholders holding an aggregate of approximately 343 million shares, representing approximately 94% of the total number of outstanding Meda shares, as of July 29, 2016, and the Company declared the Offer unconditional. On August 5, 2016, settlement occurred with respect to the Meda shares duly tendered by July 29, 2016 and, as a result, Meda is now a controlled subsidiary of the Company. Pursuant to the terms of the Offer, each Meda shareholder that duly tendered Meda shares into the Offer received at settlement (1) in respect of 80% of the number of Meda shares tendered by such shareholder, 165kr in cash per Meda share, and (2) in respect of the remaining 20% of the number of Meda shares tendered by such shareholder, 0.386 of the Company's ordinary shares per Meda share (subject to treatment of fractional shares as described in the offer document published on June 16, 2016). The Company has initiated compulsory acquisition proceedings for the remaining shares in Meda in accordance with the Swedish Companies Act and has acted to have the Meda shares delisted from Nasdaq Stockholm. Total consideration for the Meda shares acquired on August 5, 2016 was approximately $6.6 billion, which includes cash consideration of approximately $5.3 billion and the issuance of approximately 26.4 million Mylan N.V. ordinary shares. In accordance with U.S. GAAP, the Company will use the acquisition method of accounting to account for this transaction. Under the acquisition method of accounting, the assets acquired and liabilities assumed in the transaction will be recorded at their respective estimated fair values at the acquisition date. Acquisition related costs of approximately $146.8 million were incurred during the six months ended June 30, 2016, respectively, related to this transaction which were recorded as components of SG&A, interest expense and other expense, net in the Condensed Consolidated Statements of Operations. These costs include approximately $84.2 million of unrealized mark-to-market losses on non-designated foreign currency forward and option contracts entered into in order to economically hedge the SEK purchase price of the Offer (explained further in Note 11 Financial Instruments and Risk Management) and approximately $45.2 million of financing fees related to the terminated 2016 Bridge Credit Agreement (explained further in Note 12 Debt).

Due to the limited time since the acquisition date and limitations on access to Meda's financial information prior to the acquisition date, the initial accounting for the business combination was incomplete at August 9, 2016. As a result, the Company was unable to provide amounts recognized as of the acquisition date for major classes of assets and liabilities acquired and resulting from the acquisition, including information related to contingencies and goodwill. Also, because the initial accounting for the acquisition is incomplete, the Company was unable to provide the supplemental pro forma revenue and earnings of the combined entity. The Company will include such information in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.

Jai Pharma Limited

On November 20, 2015, the Company completed the acquisition of certain female healthcare businesses from Famy Care Limited (such businesses "Jai Pharma Limited"), which was a specialty women's healthcare company with global leadership in generic oral contraceptive products, through its wholly owned subsidiary Mylan Laboratories Limited for a cash payment of $750 million plus additional contingent payments of up to $50 million for the filing for approval with, and receipt of approval from, the U.S. Food and Drug Administration of a product under development by Jai Pharma Limited.

In accordance with U.S. GAAP, the Company used the acquisition method of accounting to account for this transaction. Under the acquisition method of accounting, the assets acquired and liabilities assumed in the transaction were recorded at their respective estimated fair values at the acquisition date. The U.S. GAAP purchase price was $711.1 million, which excludes the $50 million paid into escrow at closing that is contingent upon at least one of two former principal shareholders of Jai Pharma Limited continuing to provide consulting services to Jai Pharma Limited for the two year post-closing period, which amount is being treated as compensation expense over the service period. The U.S. GAAP purchase price also excludes $7 million of working capital and other adjustments and includes estimated contingent consideration of approximately $18 million related to the $50 million contingent payment. During the six months ended June 30, 2016, adjustments were made to the preliminary purchase price allocation recorded at November 20, 2015. The adjustments recorded in respect of goodwill, current liabilities and deferred tax liabilities are reflected in the “measurement period adjustments” column of the table below. As of June 30, 2016, the preliminary allocation of the $711.1 million purchase price to the assets acquired and liabilities assumed for Jai Pharma Limited is as follows:

(In millions)	Preliminary Purchase Price Allocation as of November 20, 2015 [(a)]	Measurement Period Adjustments [(b)]	Preliminary Purchase Price Allocation as of June 30, 2016 (as adjusted)
Current assets (excluding inventories)	$ 25.7	$ —	$ 25.7
Inventories	4.9	—	4.9
Property, plant and equipment	17.2	—	17.2
Identified intangible assets	437.0	—	437.0
In-process research and development	98.0	—	98.0
Goodwill	317.2	8.1	325.3
Other assets	0.7	—	0.7
Total assets acquired	900.7	8.1	908.8
Current liabilities	(9.1)	(1.9)	(11.0)
Deferred tax liabilities	(180.5)	(6.2)	(186.7)
Net assets acquired	$ 711.1	$ —	$ 711.1

(a) As previously reported in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, as amended.

(b) The measurement period adjustments were recorded in the first quarter of 2016 and are related to the recognition of certain goodwill, current liabilities and adjustments to deferred tax liabilities to reflect facts and circumstances that existed as of the acquisition date.

The goodwill of $325.3 million arising from the acquisition consisted largely of the value of the employee workforce and the expected value of products to be developed in the future. All of the goodwill was assigned to the Generics segment. None of the goodwill recognized is currently expected to be deductible for income tax purposes. The preliminary fair value estimates for the assets acquired and liabilities assumed were based upon preliminary calculations, valuations and assumptions that are subject to change as the Company obtains additional information during the measurement period (up to one year from the acquisition date). The primary areas of those preliminary estimates that are not yet finalized relate to the finalization of the working capital adjustment and income taxes. On a pro forma basis, the acquisition did not have a material impact on the Company's results of operations for the three and six months ended June 30, 2015.

EPD Business

On February 27, 2015 (the "EPD Transaction Closing Date"), the Company completed the acquisition of Mylan Inc. and Abbott Laboratories' non-U.S. developed markets specialty and branded generics business (the "EPD Business") in an all-stock transaction. Mylan N.V.'s purchase price for the EPD Business, which was on a debt-free basis, was $6.31 billion based on the closing price of Mylan Inc.'s stock as of the EPD Transaction Closing Date, as reported by the NASDAQ Global Select Stock Market (the "NASDAQ").

The operating results of the EPD Business have been included in the Company's Condensed Consolidated Statements of Operations since February 27, 2015. The revenues of the acquired EPD Business for the period from the acquisition date to June 30, 2015 were $549.5 million and the net loss, net of tax, was $81.6 million. The net loss, net of tax, includes the effects of the purchase accounting adjustments and acquisition related costs.

Unaudited Pro Forma Financial Results

The following table presents supplemental unaudited pro forma information as if the acquisition of the EPD Business had occurred on January 1, 2014. The unaudited pro forma results reflect certain adjustments related to past operating performance and acquisition accounting adjustments, such as increased amortization expense based on the fair value of assets acquired, the impact of transaction costs and the related income tax effects. The unaudited pro forma results do not include any anticipated synergies which may be achievable, or have been achieved, subsequent to the EPD Transaction Closing Date. Accordingly, the unaudited pro forma results are not necessarily indicative of the results that actually would have occurred had the acquisition been completed on January 1, 2014, nor are they indicative of the future operating results of Mylan N.V.

(Unaudited, in millions, except per share amounts)	Three Months Ended June 30, 2015	Six Months Ended June 30, 2015
Total revenues	$2,371.6	$4,490.3
Net earnings attributable to Mylan N.V. ordinary shareholders	$216.2	$293.1
Earnings per ordinary share attributable to Mylan N.V. ordinary shareholders:		
Basic	$0.44	$0.60
Diluted	$0.41	$0.56
Weighted average ordinary shares outstanding:		
Basic	490.1	490.7
Diluted	521.9	519.5

Other Transactions

During the second quarter of 2016, the Company entered into an agreement to acquire a marketed pharmaceutical product for an upfront payment of approximately $57.9 million, which is included in investing activities in the Condensed Consolidated Statements of Cash Flows. The Company accounted for this transaction as an asset acquisition and will amortize the product right over a weighted useful life of five years.

On January 8, 2016, the Company entered into an agreement with Momenta Pharmaceuticals, Inc. (“Momenta”) to develop, manufacture and commercialize up to six of Momenta’s current biosimilar candidates, including Momenta’s biosimilar candidate, ORENCIA® (abatacept). As part of the agreement, Mylan made an up-front cash payment of $45 million to Momenta. Under the terms of the agreement, Momenta is eligible to receive additional contingent milestone payments of up to $200 million. The Company and Momenta will jointly be responsible for product development and will equally share in the costs and profits related to the products. Under the agreement, Mylan will lead the worldwide commercialization efforts.

In accordance with ASC 730, Research and Development, the Company is accounting for the contingent milestone payments as non-refundable advance payments for services to be used in future research and development (“R&D”) activities, which are required to be capitalized until the related services have been performed. More specifically, as costs are incurred within the scope of the collaboration, the Company will record its share of the costs as R&D expense. In addition to the upfront cash payment, during the three and six months ended June 30, 2016 the Company incurred approximately $9.4 million and $13.3 million, respectively, of R&D expense related to this collaboration. To the extent the contingent milestone payments made by the Company exceed the liability incurred, a prepaid asset will be reflected on the Company’s Condensed Consolidated Balance Sheet. To the extent the contingent milestone payments made by the Company are less than the expense incurred, the difference between the payment and the expense will be recorded as a liability on the Company’s Condensed Consolidated Balance Sheet.

5. Share-Based Incentive Plan

The Company’s shareholders have approved the 2003 Long-Term Incentive Plan (as amended, the “2003 Plan”). Under the 2003 Plan, 55,300,000 ordinary shares are reserved for issuance to key employees, consultants, independent contractors and non-employee directors of the Company through a variety of incentive awards, including: stock options, stock appreciation rights (“SAR”), restricted shares and units, performance awards, other stock-based awards and short-term cash awards. Stock option awards are granted at the fair market value of the shares underlying the options at the date of the grant, generally become exercisable over periods ranging from three to four years, and generally expire in ten years. Upon approval of the 2003 Plan, no further grants of stock options have been made under any other previous plans.

The following table summarizes stock option and SAR ("stock awards") activity:

	Number of Shares Under Stock Awards	Weighted Average Exercise Price per Share
Outstanding at December 31, 2015	7,732,499	$ 31.85
Granted	710,409	46.29
Exercised	(295,018)	23.32
Forfeited	(99,059)	50.91
Outstanding at June 30, 2016	8,048,831	$ 33.21
Vested and expected to vest at June 30, 2016	7,720,804	$ 32.58
Exercisable at June 30, 2016	5,770,143	$ 27.19

As of June 30, 2016, stock awards outstanding, stock awards vested and expected to vest and stock awards exercisable had average remaining contractual terms of 6.2 years, 6.1 years and 5.2 years, respectively. Also, at June 30, 2016, stock awards outstanding, stock awards vested and expected to vest and stock awards exercisable had aggregate intrinsic values of $103.9 million, $103.5 million and $101.5 million, respectively.

A summary of the status of the Company's nonvested restricted stock and restricted stock unit awards, including performance restricted stock units and restricted ordinary shares (collectively, "restricted stock awards"), as of June 30, 2016 and the changes during the six months ended June 30, 2016 are presented below:

	Number of Restricted Stock Awards	Weighted Average Grant-Date Fair Value per Share
Nonvested at December 31, 2015	4,474,436	$ 40.70
Granted	2,619,678	45.12
Released	(1,067,077)	42.52
Forfeited	(230,715)	41.37
Nonvested at June 30, 2016	5,796,322	$ 42.47

As of June 30, 2016, the Company had $179.6 million of total unrecognized compensation expense, net of estimated forfeitures, related to all of its stock-based awards, which will be recognized over the remaining weighted average vesting period of 2.6 years. The total intrinsic value of stock awards exercised and restricted stock units released during the six months ended June 30, 2016 and 2015 was $44.4 million and $241.9 million, respectively.

6. Pensions and Other Postretirement Benefits

Defined Benefit Plans

The Company sponsors various defined benefit pension plans in several countries. Benefits provided generally depend on length of service, pay grade and remuneration levels. The Company maintains an historic small fully frozen defined benefit pension plan in the U.S., and employees in the U.S. and Puerto Rico are provided retirement benefits through defined contribution plans. As a result of the EPD Transaction during 2015 and the acquisition of Meda, the Company acquired several additional funded and unfunded defined benefit pension plans both in and outside the U.S. The Company also sponsors other postretirement benefit plans. There are plans that provide for postretirement supplemental medical coverage. Benefits from these plans are paid to employees and their spouses and dependents who meet various minimum age and service requirements. In addition, there are plans that provide for life insurance benefits and postretirement medical coverage for certain officers and management employees.

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Net Periodic Benefit Cost

Components of net periodic benefit cost for the three and six months ended June 30, 2016 and 2015 were as follows:

	Pension and Other Postretirement Benefits			
	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2016	2015	2016	2015
Service cost	$3.9	$2.8	$7.8	$5.6
Interest cost	1.5	1.2	3.0	2.4
Expected return on plan assets	(2.0)	(1.4)	(4.0)	(2.8)
Plan curtailment, settlement and termination	—	0.3	—	0.6
Amortization of prior service costs	0.1	0.1	0.2	0.2
Recognized net actuarial losses	0.2	0.3	0.4	0.6
Net periodic benefit cost	$3.7	$3.3	$7.4	$6.6

The Company is not required to make any mandatory contributions to its U.S. defined benefit pension plan in 2016. However, the Company expects to make total benefit payments of approximately $11.7 million and contributions to pension and other postretirement benefit plans of approximately $14.2 million in 2016.

7. Balance Sheet Components

Selected balance sheet components consist of the following:

(In millions)	June 30, 2016	December 31, 2015
Inventories:		
Raw materials	$688.7	$ 592.4
Work in process	435.2	387.0
Finished goods	1,067.4	971.6
	$2,191.3	$ 1,951.0
Property, plant and equipment:		
Land and improvements	$134.8	$124.5
Buildings and improvements	997.2	950.6
Machinery and equipment	2,077.7	1,928.4
Construction in progress	274.8	290.5
	3,484.5	3,294.0
Less accumulated depreciation	1,426.9	1,310.1
	$2,057.6	$1,983.9
Other current liabilities:		
Legal and professional accruals, including litigation accruals	$119.3	$122.6
Payroll and employee benefit plan accruals	317.4	367.9
Accrued sales allowances	726.5	681.8
Accrued interest	38.1	25.1
Fair value of financial instruments	97.4	19.8
Other	626.3	624.7
	$1,925.0	$1,841.9

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Contingent consideration included in other current liabilities totaled $37.5 million and $35.0 million at June 30, 2016 and December 31, 2015, respectively. During the six months ended June 30, 2016, the Company recorded contingent consideration of $16 million in other current liabilities related to the acquisition of the Topicals Business and made $15.5 million of contingent consideration payments. Contingent consideration included in other long-term obligations was $513.2 million and $491.4 million at June 30, 2016 and December 31, 2015, respectively. Included in prepaid expenses and other current assets in the Condensed Consolidated Balance Sheets was $156.1 million and $106.6 million of restricted cash at June 30, 2016 and December 31, 2015, respectively. During the second quarter of 2016, the Company recorded restricted cash of approximately $50 million related to amounts deposited in escrow, for potential contingent consideration payments related to the acquisition of the Topicals Business. An additional $100 million of restricted cash was classified in other long-term assets at June 30, 2016 and December 31, 2015, principally related to amounts deposited in escrow, or restricted amounts, for potential contingent consideration payments related to the acquisition of Agila Specialties Private Limited ("Agila"), which the Company acquired in 2013 from Strides Arcolab Limited ("Strides Arcolab").

8. Equity Method Investments

The Company has five equity method investments in limited liability companies that own refined coal production plants (the "clean energy investments"), whose activities qualify for income tax credits under Section 45 of the Internal Revenue Code, as amended. The carrying value of the clean energy investments totaled $352.7 million and $379.3 million at June 30, 2016 and December 31, 2015, respectively, and are included in other assets in the Condensed Consolidated Balance Sheets. Liabilities related to these clean energy investments totaled $391.2 million and $419.3 million at June 30, 2016 and December 31, 2015, respectively. Of these liabilities, $327.7 million and $357.0 million are included in other long-term obligations in the Condensed Consolidated Balance Sheets at June 30, 2016 and December 31, 2015, respectively. The remaining $63.5 million and $62.3 million are included in other current liabilities in the Condensed Consolidated Balance Sheets at June 30, 2016 and December 31, 2015, respectively.

In addition, the Company holds a 50% interest in Sagent Agila LLC ("Sagent Agila"), which is accounted for using the equity method of accounting. Sagent Agila was established to allow for the development, manufacturing and distribution of certain generic injectable products in the U.S. market. The carrying value of the investment in Sagent Agila included in other assets totaled $86.0 million and $96.2 million at June 30, 2016 and December 31, 2015, respectively, in the Condensed Consolidated Balance Sheets.

Summarized financial information, in the aggregate, for the Company's significant equity method investments on a 100% basis for the three and six months ended June 30, 2016 and 2015 are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2016	2015	2016	2015
Total revenues	$104.2	$132.8	$248.2	$286.5
Gross (loss) profit	(0.5)	(0.7)	(0.8)	(0.5)
Operating and non-operating expense	4.3	5.7	10.0	11.8
Net loss	$(4.8)	$(6.4)	$(10.8)	$(12.3)

The Company's net losses from the six equity method investments includes amortization expense related to the excess of the cost basis of the Company's investment to the underlying assets of each individual investee. For the three months ended June 30, 2016 and 2015, the Company's share of the net loss of the equity method investments was $24.9 million and $25.0 million, respectively. For the six months ended June 30, 2016 and 2015, the Company's share of the net loss of the equity method investments was $55.8 million and $49.7 million, respectively, which was recognized as a component of other expense, net. The Company recognizes the income tax credits and benefits from the clean energy investments as part of its provision for income taxes.

9. Earnings per Ordinary Share Attributable to Mylan N.V.

Basic earnings per ordinary share is computed by dividing net earnings attributable to Mylan N.V. ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per ordinary share is computed by dividing net earnings attributable to Mylan N.V. ordinary shareholders by the weighted average number

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of ordinary shares outstanding during the period increased by the number of additional shares that would have been outstanding related to potentially dilutive securities or instruments, if the impact is dilutive.

On September 15, 2008, concurrent with the sale of $575 million aggregate principal amount of Cash Convertible Notes due 2015 (the "Cash Convertible Notes"), Mylan Inc. entered into convertible note hedge and warrant transactions with certain counterparties. In connection with the consummation of the EPD Transaction, the terms of the convertible note hedge were adjusted so that the cash settlement value would be based on Mylan N.V. ordinary shares. The terms of the warrant transactions were also adjusted so that, from and after the consummation of the EPD Transaction, the Company could settle the obligations under the warrant transactions by delivering Mylan N.V. ordinary shares. Pursuant to the warrant transactions, and a subsequent amendment in 2011, there were approximately 43.2 million warrants outstanding, with approximately 41.0 million of the warrants that had an exercise price of $30.00. The remaining warrants had an exercise price of $20.00. The warrants met the definition of derivatives under the FASB's guidance regarding accounting for derivative instruments and hedging activities; however, because these instruments were determined to be indexed to the Company's own ordinary shares and met the criteria for equity classification under the FASB's guidance regarding contracts in an entity's own equity, the warrants were recorded in shareholders' equity in the Condensed Consolidated Balance Sheets. On April 15, 2016, in connection with the expiration and settlement of the warrants, the Company issued approximately 17.0 million Mylan N.V. ordinary shares. The impact of the issuance of these ordinary shares is included in the calculation of basic earnings per share. For the three and six months ended June 30, 2016, 14.0 million and 7.0 million ordinary shares, respectively, issued to settle the warrants were included in the calculation of basic earnings per ordinary share. The dilutive impact of the warrants, prior to settlement, is included in the calculation of diluted earnings per ordinary share based upon the average market value of the Company's ordinary shares during the period as compared to the exercise price. For the three and six months ended June 30, 2016, 2.8 million and 9.8 million warrants, respectively, were included in the calculation of diluted earnings per ordinary share. For the three and six months ended June 30, 2015, 25.1 million and 23.0 million warrants, respectively, were included in the calculation of diluted earnings per ordinary share.

Basic and diluted earnings per ordinary share attributable to Mylan N.V. are calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions, except per share amounts)	2016	2015	2016	2015
Basic earnings attributable to Mylan N.V. ordinary shareholders (numerator):				
Net earnings attributable to Mylan N.V. ordinary shareholders	$168.4	$167.8	$182.3	$224.4
Shares (denominator):				
Weighted average ordinary shares outstanding	504.4	490.1	497.1	454.0
Basic earnings per ordinary share attributable to Mylan N.V. ordinary shareholders	$0.33	$0.34	$0.37	$0.49
Diluted earnings attributable to Mylan N.V. ordinary shareholders (numerator):				
Net earnings attributable to Mylan N.V. ordinary shareholders	$168.4	$167.8	$182.3	$224.4
Shares (denominator):				
Weighted average ordinary shares outstanding	504.4	490.1	497.1	454.0
Share-based awards and warrants	5.3	31.8	12.5	28.8
Total dilutive shares outstanding	509.7	521.9	509.6	482.8
Diluted earnings per ordinary share attributable to Mylan N.V. ordinary shareholders	$0.33	$0.32	$0.36	$0.46

Additional stock awards and restricted stock awards were outstanding during the periods ended June 30, 2016 and 2015, but were not included in the computation of diluted earnings per ordinary share for each respective period because the effect would be anti-dilutive. Excluded shares at June 30, 2016 include certain share-based compensation awards and restricted ordinary shares whose performance conditions had not been fully met. Such excluded and anti-dilutive awards represented 7.1 million shares and 6.8 million shares for the three and six months ended June 30, 2016, respectively, and 3.2 million shares and 3.1 million shares for the three and six months ended June 30, 2015, respectively.

10. Goodwill and Intangible Assets

The changes in the carrying amount of goodwill for the six months ended June 30, 2016 are as follows:

(In millions)	Generics Segment	Specialty Segment	Total
Balance at December 31, 2015:			
Goodwill	$5,031.0	$734.1	$5,765.1
Accumulated impairment losses	—	(385.0)	(385.0)
	5,031.0	349.1	5,380.1
Acquisitions	307.3	—	307.3
Measurement period adjustments	8.1	—	8.1
Foreign currency translation	134.7	—	134.7
	$5,481.1	$349.1	$5,830.2
Balance at June 30, 2016:			
Goodwill	$5,481.1	$734.1	$6,215.2
Accumulated impairment losses	—	(385.0)	(385.0)
	$5,481.1	$349.1	$5,830.2

Intangible assets consist of the following components at June 30, 2016 and December 31, 2015:

(In millions)	Weighted Average Life (Years)	Original Cost	Accumulated Amortization	Net Book Value
June 30, 2016				
Amortized intangible assets:				
Product rights and licenses	11	$9,629.0	$ 3,124.9	$6,504.1
Patents and technologies	20	116.6	106.1	10.5
Other [(1)]	6	487.3	270.3	217.0
		10,232.9	3,501.3	6,731.6
In-process research and development		984.9	—	984.9
		$11,217.8	$ 3,501.3	$7,716.5
December 31, 2015				
Amortized intangible assets:				
Product rights and licenses	11	$8,848.6	$ 2,652.7	$6,195.9
Patents and technologies	20	116.6	103.8	12.8
Other [(1)]	6	465.3	189.8	275.5
		9,430.5	2,946.3	6,484.2
In-process research and development		737.7	—	737.7
		$10,168.2	$ 2,946.3	$7,221.9

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(1) Other intangible assets consist principally of customer lists, contractual rights and other contracts.

Amortization expense, which is classified primarily within cost of sales in the Condensed Consolidated Statements of Operations, for the three and six months ended June 30, 2016 was $246.3 million and $488.6 million, respectively, and $215.0 million and $345.5 million for the three and six months ended June 30, 2015, respectively. Amortization expense is expected to be approximately $512 million for the remainder of 2016 and $872 million, $820 million, $734 million and $631 million for the years ended December 31, 2017 through 2020, respectively, which includes the impact from the acquisition of the Topicals Business and excludes the impact of the Meda Transaction.

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During the six months ended June 30, 2016, approximately $20.7 million was reclassified from acquired IPR&D to product rights and licenses.

11. Financial Instruments and Risk Management

The Company is exposed to certain financial risks relating to its ongoing business operations. The primary financial risks that are managed by using derivative instruments are foreign currency risk and interest rate risk.

Foreign Currency Risk Management

In order to manage foreign currency risk, the Company enters into foreign exchange forward contracts to mitigate risk associated with changes in spot exchange rates of mainly non-functional currency denominated assets or liabilities. The foreign exchange forward contracts are measured at fair value and reported as current assets or current liabilities on the Condensed Consolidated Balance Sheets. Any gains or losses on the foreign exchange forward contracts are recognized in earnings in the period incurred in the Condensed Consolidated Statements of Operations.

In the second quarter of 2016, in order to economically hedge the foreign currency exposure associated with the expected payment of the Swedish krona-denominated cash portion of the purchase price of the Offer, the Company entered into a series of non-designated foreign exchange forward and option contracts with a total notional amount of 43.9kr billion. During the second quarter of 2016, the Company recognized unrealized mark-to-market losses of $84.2 million for the changes in fair value related to these contracts which is included in other expense, net in the Condensed Consolidated Statements of Operations.

The Company has also entered into forward contracts to hedge forecasted foreign currency denominated sales from certain international subsidiaries. These contracts are designated as cash flow hedges to manage foreign currency transaction risk and are measured at fair value and reported as current assets or current liabilities on the Condensed Consolidated Balance Sheets. Any changes in fair value are included in earnings or deferred through accumulated other comprehensive earnings (“AOCE”), depending on the nature and effectiveness of the offset. Any ineffectiveness in a cash flow hedging relationship is recognized immediately in earnings in the Condensed Consolidated Statements of Operations.

Interest Rate Risk Management

The Company enters into interest rate swaps in order to manage interest rate risk associated with the Company’s fixed-rate and floating-rate debt. These derivative instruments are measured at fair value and reported as current assets or current liabilities in the Condensed Consolidated Balance Sheets.

Cash Flow Hedging Relationships

The Company’s interest rate swaps designated as cash flow hedges fix the interest rate on a portion of the Company’s variable-rate debt or hedge part of the Company’s interest rate exposure associated with variability in future cash flows attributable to changes in interest rates. Any changes in fair value are included in earnings or deferred through AOCE, depending on the nature and effectiveness of the offset. Any ineffectiveness in a cash flow hedging relationship is recognized immediately in earnings in the Condensed Consolidated Statements of Operations.

In September 2015, the Company entered into a series of forward starting swaps to hedge against changes in interest rates related to future debt issuances. These swaps were designated as cash flow hedges of expected future issuances of long-term bonds. The Company executed $500 million of notional value swaps with an effective date of June 2016 and an additional $500 million of notional value swaps with an effective date of November 2016. Both sets of swaps had a maturity of 10 years. As discussed further in Note 12 Debt, during the second quarter of 2016, the Company issued $2.25 billion in an aggregate principal amount of 3.950% Senior Notes due 2026 and the Company terminated these swaps. As a result of this termination, the Company recorded losses of $64.9 million in AOCE, which are being amortized over the life of the 3.950% Senior Notes due 2026. In addition, during the second quarter of 2016, approximately $2.1 million of hedge ineffectiveness related to these forward starting swaps was recorded in interest expense on the Condensed Consolidated Statements of Operations.

Fair Value Hedging Relationships

The Company's interest rate swaps designated as fair value hedges convert the fixed rate on a portion of the Company's fixed-rate senior notes to a variable rate. Any changes in the fair value of these derivative instruments, as well as the offsetting change in fair value of the portion of the fixed-rate debt being hedged, is included in interest expense.

The Company regularly reviews the creditworthiness of its financial counterparties and does not expect to incur a significant loss from the failure of any counterparties to perform under any agreements. The Company is not subject to any obligations to post collateral under derivative instrument contracts. Certain derivative instrument contracts entered into by the Company are governed by master agreements, which contain credit-risk-related contingent features that would allow the counterparties to terminate the contracts early and request immediate payment should the Company trigger an event of default on other specified borrowings. The Company records all derivative instruments on a gross basis in the Condensed Consolidated Balance Sheets. Accordingly, there are no offsetting amounts that net assets against liabilities.

The Effect of Derivative Instruments on the Condensed Consolidated Balance Sheets
Fair Values of Derivative Instruments
Derivatives Designated as Hedging Instruments

	Asset Derivatives			
	June 30, 2016		December 31, 2015	
(In millions)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Interest rate swaps	Prepaid expenses and other current assets	$ 76.2	Prepaid expenses and other current assets	$ 36.3
Foreign currency forward contracts	Prepaid expenses and other current assets	7.5	Prepaid expenses and other current assets	8.4
Total		$ 83.7		$ 44.7

	Liability Derivatives			
	June 30, 2016		December 31, 2015	
(In millions)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Interest rate swaps	Other current liabilities	$ —	Other current liabilities	$ 10.5
Total		$ —		$ 10.5

The Effect of Derivative Instruments on the Condensed Consolidated Balance Sheets
Fair Values of Derivative Instruments
Derivatives Not Designated as Hedging Instruments

	Asset Derivatives			
	June 30, 2016		December 31, 2015	
(In millions)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign currency forward contracts	Prepaid expenses and other current assets	$ 20.6	Prepaid expenses and other current assets	$ 20.0
Total		$ 20.6		$ 20.0

	Liability Derivatives	
	June 30, 2016	December 31, 2015
(In millions)	Balance Sheet Location	Balance Sheet Location

		Fair Value		Fair Value
Foreign currency option and forward contracts	Other current liabilities	$ 97.4	Other current liabilities	$ 9.3
Total		$ 97.4		$ 9.3

The Effect of Derivative Instruments on the Condensed Consolidated Statements of Operations
Derivatives in Fair Value Hedging Relationships

(In millions)	Location of Gain (Loss) Recognized in Earnings on Derivatives	Amount of Gain (Loss) Recognized in Earnings on Derivatives Three Months Ended June 30, 2016	2015	Six Months Ended June 30, 2016	2015
Interest rate swaps	Interest expense	$10.3	$(15.9)	$39.9	$4.6
Total		$10.3	$(15.9)	$39.9	$4.6

(In millions)	Location of Loss (Gain) Recognized in Earnings on Hedged Items	Amount of (Loss) Gain Recognized in Earnings on Hedged Items Three Months Ended June 30, 2016	2015	Six Months Ended June 30, 2016	2015
2023 Senior Notes (3.125% coupon)	Interest expense	$(10.3)	$20.5	$(39.9)	$4.6
Total		$(10.3)	$20.5	$(39.9)	$4.6

The Effect of Derivative Instruments on the Condensed Consolidated Statements of Comprehensive Earnings
Derivatives in Cash Flow Hedging Relationships

(In millions)	Amount of (Loss) Gain Recognized in AOCE (Net of Tax) on Derivative (Effective Portion) Three Months Ended June 30, 2016	2015	Six Months Ended June 30, 2016	2015
Foreign currency forward contracts	$(14.8)	$(14.4)	$(19.2)	$(15.2)
Interest rate swaps	(1.2)	35.7	(37.1)	3.3
Total	$(16.0)	$21.3	$(56.3)	$(11.9)

The Effect of Derivative Instruments on the Condensed Consolidated Statements of Operations
Derivatives in Cash Flow Hedging Relationships

(In millions)	Location of Loss Reclassified from AOCE into Earnings (Effective Portion)	Amount of Loss Reclassified from AOCE into Earnings (Effective Portion) Three Months Ended June 30, 2016	2015	Six Months Ended June 30, 2016	2015
Foreign currency forward contracts	Net sales	$(12.9)	$(10.6)	$(23.5)	$(22.3)

Interest rate swaps	Interest expense	(5.2)	(0.1)	(4.3)	(0.3)
Total		$(18.1)	$(10.7)	$(27.8)	$(22.6)

(In millions)	Location of Gain Excluded from the Assessment of Hedge Effectiveness	Amount of Gain Excluded from the Assessment of Hedge Effectiveness Three Months Ended June 30, 2016	2015	Six Months Ended June 30, 2016	2015
Foreign currency forward contracts	Other expense, net	$9.8	$14.8	$17.1	$23.4
Total		$9.8	$14.8	$17.1	$23.4

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At June 30, 2016, the Company expects that approximately $42.5 million of pre-tax net losses on cash flow hedges will be reclassified from AOCE into earnings during the next twelve months.

The Effect of Derivative Instruments on the Condensed Consolidated Statements of Operations

Derivatives Not Designated as Hedging Instruments

	Location of (Loss) or Gain Recognized in Earnings on Derivatives	Amount of (Loss) or Gain Recognized in Earnings on Derivatives			
		Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)		2016	2015	2016	2015
Foreign currency option and forward contracts	Other expense, net	$(46.5)	$7.5	$(61.5)	$7.6
Cash conversion feature of Cash Convertible Notes	Other expense, net	—	291.9	—	164.2
Purchased cash convertible note hedge	Other expense, net	—	(291.9)	—	(164.2)
Total		$(46.5)	$7.5	$(61.5)	$7.6

Fair Value Measurement

Fair value is based on the price that would be received from the sale of an identical asset or paid to transfer an identical liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy has been established that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

- Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.
- Level 2: Observable market-based inputs other than quoted prices in active markets for identical assets or liabilities.
- Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as considers counterparty credit risk in its assessment of fair value.

Financial assets and liabilities carried at fair value are classified in the tables below in one of the three categories described above:

	June 30, 2016			
(In millions)	Level 1	Level 2	Level 3	Total
Recurring fair value measurements				
Financial Assets				
Cash equivalents:				
Money market funds	$6,132.0	$—	$—	$6,132.0
Total cash equivalents	6,132.0	—	—	6,132.0
Trading securities:				
Equity securities — exchange traded funds	27.5	—	—	27.5
Total trading securities	27.5	—	—	27.5
Available-for-sale fixed income investments:				
U.S. Treasuries	—	6.5	—	6.5
Corporate bonds	—	16.1	—	16.1
Agency mortgage-backed securities	—	4.8	—	4.8
Asset backed securities	—	1.9	—	1.9
Other	—	1.3	—	1.3
Total available-for-sale fixed income investments	—	30.6	—	30.6
Available-for-sale equity securities:				
Marketable securities	36.1	—	—	36.1
Total available-for-sale equity securities	36.1	—	—	36.1
Foreign exchange derivative assets	—	28.1	—	28.1
Interest rate swap derivative assets	—	76.2	—	76.2
Total assets at recurring fair value measurement	$6,195.6	$134.9	$—	$6,330.5
Financial Liabilities				
Foreign exchange derivative liabilities	$—	$97.4	$—	$97.4
Contingent consideration	—	—	550.7	550.7
Total liabilities at recurring fair value measurement	$—	$97.4	$550.7	$648.1

	December 31, 2015			
(In millions)	Level 1	Level 2	Level 3	Total
Recurring fair value measurements				
Financial Assets				
Cash equivalents:				
Money market funds	$923.3	$—	$—	$923.3
Total cash equivalents	923.3	—	—	923.3
Trading securities:				
Equity securities — exchange traded funds	22.8	—	—	22.8
Total trading securities	22.8	—	—	22.8
Available-for-sale fixed income investments:				
U.S. Treasuries	—	4.7	—	4.7
Corporate bonds	—	15.7	—	15.7
Agency mortgage-backed securities	—	3.9	—	3.9
Asset backed securities	—	2.3	—	2.3
Other	—	1.4	—	1.4
Total available-for-sale fixed income investments	—	28.0	—	28.0
Available-for-sale equity securities:				
Marketable securities	26.0	—	—	26.0
Total available-for-sale equity securities	26.0	—	—	26.0
Foreign exchange derivative assets	—	28.4	—	28.4
Interest rate swap derivative assets	—	36.3	—	36.3
Total assets at recurring fair value measurement	$972.1	$92.7	$—	$1,064.8
Financial Liabilities				
Foreign exchange derivative liabilities	$—	$9.3	$—	$9.3
Interest rate swap derivative liabilities	—	10.5	—	10.5
Contingent consideration	—	—	526.4	526.4
Total liabilities at recurring fair value measurement	$—	$19.8	$526.4	$546.2

For financial assets and liabilities that utilize Level 2 inputs, the Company utilizes both direct and indirect observable price quotes, including the LIBOR yield curve, foreign exchange forward prices and bank price quotes. Below is a summary of valuation techniques for Level 1 and Level 2 financial assets and liabilities:

- Cash equivalents — valued at observable net asset value prices.
- Trading securities — valued at the active quoted market price from broker or dealer quotations or transparent pricing sources at the reporting date.
- Available-for-sale fixed income investments — valued at the quoted market price from broker or dealer quotations or transparent pricing sources at the reporting date.
- Available-for-sale equity securities — valued using quoted stock prices from public exchanges at the reporting date and translated to the U.S. Dollar at prevailing spot exchange rates.
- Interest rate swap derivative assets and liabilities — valued using the LIBOR/EURIBOR yield curves at the reporting date. Counterparties to these contracts are highly rated financial institutions.
- Foreign exchange derivative assets and liabilities — valued using quoted forward foreign exchange prices and spot rates at the reporting date. Counterparties to these contracts are highly rated financial institutions.

The fair value measurement of contingent consideration is determined using Level 3 inputs. The Company’s contingent consideration represents a component of the total purchase consideration for the respiratory delivery platform, the acquisition of Agila, the acquisition of Jai Pharma Limited, the acquisition of the Topicals Business and certain other acquisitions. The measurement is calculated using unobservable inputs based on the Company’s own assumptions. For the respiratory delivery platform, Jai Pharma Limited and certain other acquisitions, significant unobservable inputs in the valuation include the probability and timing of future development and commercial milestones and future profit sharing payments. A discounted cash flow method was used to value contingent consideration at June 30, 2016 and December 31, 2015, which was calculated as the present value of the estimated future net cash flows using a market rate of return. Discount rates ranging from 1.5% to 9.8% were utilized in the valuations. For the contingent consideration related to the acquisition of Agila and the acquisition of the Topicals Business, significant unobservable inputs in the valuation include the probability of future payments to the seller of amounts withheld at the closing date. Significant changes in unobservable inputs could result in material changes to the contingent consideration liability. During the three and six months ended June 30, 2016, accretion of $10.3 million and $20.3 million, respectively, was recorded in interest expense in the Condensed Consolidated Statements of Operations. During the three and six months ended June 30, 2015, accretion of $9.6 million and $18.8 million, respectively, was recorded in interest expense in the Condensed Consolidated Statements of Operations.

Although the Company has not elected the fair value option for other financial assets and liabilities, any future transacted financial asset or liability will be evaluated for the fair value election.

12. Debt

Receivables Facility

The Receivables Facility has a committed balance of $400 million, although from time-to-time, the available amount of the Receivables Facility may be less than $400 million based on accounts receivable concentration limits and other eligibility requirements. As of June 30, 2016 and December 31, 2015, the Company had no short-term borrowings under the Receivables Facility in the Condensed Consolidated Balance Sheets.

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Long-Term Debt
A summary of long-term debt is as follows:

(In millions)	Coupon	June 30, 2016	December 31, 2015
2015 Term Loans		$1,600.0	$ 1,600.0
2014 Term Loan		800.0	800.0
2016 Senior Notes [(a)] *	1.800%	—	500.1
2016 Senior Notes [(b)] *	1.350%	500.0	499.9
2018 Senior Notes [(c)] *	2.600%	649.4	649.3
2018 Senior Notes [(c)] **	3.000%	499.5	499.4
2019 Senior Notes [(d)] **	2.500%	998.9	—
2019 Senior Notes [(e)] *	2.550%	499.3	499.2
2020 Senior Notes [(f)] **	3.750%	499.9	499.8
2021 Senior Notes [(g)] **	3.150%	2,247.4	—
2023 Senior Notes [(e)] *	3.125%	825.2	785.2
2023 Senior Notes [(h)] *	4.200%	498.5	498.4
2026 Senior Notes [(i)] **	3.950%	2,232.8	—
2043 Senior Notes [(j)] *	5.400%	497.0	497.0
2046 Senior Notes [(k)] **	5.250%	999.8	—
Other		4.7	4.3
Deferred financing fees		(78.3)	(38.3)
Total long-term debt, including current portion of long-term debt		13,274.1	7,294.3
Less current portion		501.3	998.7
Total long-term debt		$12,772.8	$ 6,295.6

(a) Instrument was due on June 24, 2016, and the Company paid the principal amount of $500.0 million and final interest payment of $4.5 million at that time using available cash on hand.

(b) Instrument is callable by the Company at any time at the greater of 100% of the principal amount and the sum of the present values of the remaining scheduled payments of principal and interest discounted at the U.S. Treasury rate plus 0.125% plus, in each case, accrued and unpaid interest. Instrument is due on November 29, 2016 and is included in current portion of long-term debt and other long-term obligations in the Condensed Consolidated Balance Sheets at June 30, 2016.

(c) Instrument is callable by the Company at any time at the greater of 100% of the principal amount and the sum of the present values of the remaining scheduled payments of principal and interest discounted at the U.S. Treasury rate plus 0.30% plus, in each case, accrued and unpaid interest.

(d) Instrument is callable by the Company at any time at the greater of 100% of the principal amount and the sum of the present values of the remaining scheduled payments of principal and interest discounted at the U.S. Treasury rate plus 0.25% plus, in each case, accrued and unpaid interest.

(e) Instrument is callable by the Company at any time at the greater of 100% of the principal amount and the sum of the present values of the remaining scheduled payments of principal and interest discounted at the U.S. Treasury rate plus 0.20% plus, in each case, accrued and unpaid interest.

(f) Instrument is callable by the Company at any time prior to the date that is one month prior to the instrument's maturity date at the greater of 100% of the principal amount and the sum of the present values of the remaining scheduled payments of principal and interest discounted at the U.S. Treasury rate plus 0.35% plus, in each case, accrued and unpaid interest. On or after such date, the instrument is callable by the Company at 100% of the principal amount plus accrued and unpaid interest.

(g) Instrument is callable by the Company at any time prior to the date that is one month prior to the instrument's maturity date at the greater of 100% of the principal amount and the sum of the present values of the remaining scheduled payments of principal and interest discounted at the U.S. Treasury rate plus 0.30% plus, in each case, accrued and unpaid interest. On or after such date, the instrument is callable by the Company at 100% of the principal amount plus accrued and unpaid interest.

(h) Instrument is callable by the Company at any time prior to August 29, 2023 at the greater of 100% of the principal amount and the sum of the present values of the remaining scheduled payments of principal and interest discounted at the U.S. Treasury rate plus 0.25% plus, in each case, accrued and unpaid interest. On or after such date, the instrument is callable by the Company at 100% of the principal amount plus accrued and unpaid interest.

(i) Instrument is callable by the Company at any time prior to the date that is three months prior to the instrument's maturity date at the greater of 100% of the principal amount and the sum of the present values of the remaining scheduled payments of principal and interest discounted at the U.S. Treasury rate plus 0.35% plus, in each case, accrued and unpaid interest. On or after such date, the instrument is callable by the Company at 100% of the principal amount plus accrued and unpaid interest.

(j) Instrument is callable by the Company at any time prior to May 29, 2043 at the greater of 100% of the principal amount and the sum of the present values of the remaining scheduled payments of principal and interest discounted at the U.S. Treasury rate plus 0.25% plus, in each case, accrued and unpaid interest. On or after such date, the instrument is callable by the Company at 100% of the principal amount plus accrued and unpaid interest.

(k) Instrument is callable by the Company at any time prior to the date that is six months prior the instrument's maturity date at the greater of 100% of the principal amount and the sum of the present values of the remaining scheduled payments of principal and interest discounted at the U.S. Treasury rate plus 0.40% plus, in each case, accrued and unpaid interest. On or after such date, the instrument is callable by the Company at 100% of the principal amount plus accrued and unpaid interest.

* Instrument was issued by Mylan Inc.

** Instrument was issued by Mylan N.V.

Issuance of June 2016 Senior Notes

During the second quarter of 2016, in anticipation of the completion of the Offer, Mylan N.V. issued $1.00 billion aggregate principal amount of 2.500% Senior Notes due 2019, $2.25 billion aggregate principal amount of 3.150% Senior Notes due 2021, $2.25 billion aggregate principal amount of 3.950% Senior Notes due 2026 and $1.00 billion aggregate principal amount of 5.250% Senior Notes due 2046 (collectively, the "June 2016 Senior Notes") in a private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), to qualified institutional buyers in accordance with Rule 144A and to persons outside of the U.S. pursuant to Regulation S under the Securities Act. The June 2016 Senior Notes were issued pursuant to an indenture, dated as of June 9, 2016 (the "Indenture"), among the Company, Mylan Inc., as guarantor (the "Guarantor"), and The Bank of New York Mellon, as trustee. The June 2016 Senior Notes were guaranteed by Mylan Inc. upon issuance. In addition, the Company entered into a registration rights agreement, dated as of June 9, 2016 pursuant to which the Company and Mylan Inc. will use commercially reasonable efforts to file a registration statement with respect to an offer to exchange each series of the June 2016 Senior Notes for new notes with the same aggregate principal amount and terms identical in all material respects and to cause the exchange offer registration statement to be declared effective by the SEC and to consummate the exchange offer not later than 365 days following the date of issuance of the June 2016 Senior Notes. The Indenture contains covenants that, among other things, restrict the Company's ability and the ability of certain of its subsidiaries to enter into sale and leaseback transactions; create liens; consolidate, merge or sell all or substantially all of the Company's assets; and with respect to such subsidiaries only, guarantee certain of our or our other subsidiaries' outstanding obligations or incur certain obligations without also guaranteeing our obligations under the June 2016 Senior Notes on a senior basis. The Indenture also provides for customary events of default (subject in certain cases to customary grace and cure periods), which include nonpayment, breach of covenants, payment defaults or acceleration of other indebtedness, failure to pay certain judgments and certain events of bankruptcy and insolvency. These covenants and events of default are subject to a number of important qualifications, limitations and exceptions that are described in the Indenture. If an event of default with respect to the June 2016 Senior Notes of a series occurs under the Indenture, the principal amount of all of the June 2016 Senior Notes of such series then outstanding, plus accrued and unpaid interest, if any, to the date of acceleration, may become immediately due and

payable.
The 2.500% Senior Notes due 2019 mature on June 7, 2019, subject to earlier repurchase or redemption in accordance with the terms of the Indenture. The 2.500% Senior Notes due 2019 bear interest at a rate of 2.500% per annum, accruing from June 9, 2016. Interest on the 2.500% Senior Notes due 2019 is payable semi-annually in arrears on June 7 and December 7 of each year, commencing on December 7, 2016. The 3.150% Senior Notes due 2021 mature on June 15, 2021, subject to earlier repurchase or redemption in accordance with the terms of the Indenture. The 3.150% Senior Notes due 2021 bear interest at a rate of 3.150% per annum, accruing from June 9, 2016. Interest on the 3.150% Senior Notes due 2021 is payable semi-annually in arrears on June 15 and December 15 of each year, commencing on December 15, 2016. The 3.950% Senior Notes due 2026

mature on June 15, 2026, subject to earlier repurchase or redemption in accordance with the terms of the Indenture. The 3.950% Senior Notes due 2026 bear interest at a rate of 3.950% per annum, accruing from June 9, 2016. Interest on the 3.950% Senior Notes due 2026 is payable semi-annually in arrears on June 15 and December 15 of each year, commencing on December 15, 2016. The 5.250% Senior Notes due 2046 mature on June 15, 2046, subject to earlier repurchase or redemption in accordance with the terms of the Indenture. The 5.250% Senior Notes due 2046 bear interest at a rate of 5.250% per annum, accruing from June 9, 2016. Interest of the 5.250% Senior Notes due 2046 is payable semi-annually in arrears on June 15 and December 15 of each year, commencing on December 15, 2016.

At June 30, 2016, the outstanding balance of the 2.500% Senior Notes due 2019, 3.150% Senior Notes due 2021, 3.950% Senior Notes due 2026 and 5.250% Senior Notes due 2046 was $998.9 million, $2.25 billion, $2.23 billion and $999.8 million, respectively, which includes discounts of $1.1 million, $2.6 million, $17.2 million and $0.2 million, respectively. During the six months ended June 30, 2016, the Company incurred approximately $45.0 million in financing fees, which were recorded as deferred financing costs in the Condensed Consolidated Balance Sheets.

2016 Bridge Credit Agreement

In connection with the Offer, on February 10, 2016, the Company entered into a Bridge Credit Agreement (the “2016 Bridge Credit Agreement”), among the Company, as borrower, Mylan Inc., as guarantor, Deutsche Bank AG Cayman Islands Branch, as administrative agent and a lender, Goldman Sachs Bank USA, as a lender, Goldman Sachs Lending Partners LLC, as a lender, and other lenders party thereto from time to time. The Company incurred total financing and ticking fees of approximately $45.2 million related to the 2016 Bridge Credit Agreement. During the first quarter of 2016, the Company wrote off approximately $3.0 million of financing fees related to the Tranche B Loans (as defined in the 2016 Bridge Credit Agreement) in conjunction with the termination of the Tranche B Loans. The remaining commitments under the 2016 Bridge Credit Agreement were permanently terminated in their entirety in connection with the completion of the offering of the June 2016 Senior Notes. As a result of the termination of the 2016 Bridge Credit Agreement, the Company expensed the remaining $30.2 million of unamortized financing fees related to the 2016 Bridge Credit Agreement to other expense, net in the Condensed Consolidated Statements of Operations during the second quarter of 2016.

Revolving Facility

On December 19, 2014, the Company entered into a revolving credit agreement, which was amended on May 1, 2015, and further amended on June 19, 2015 and October 28, 2015 (the “Revolving Credit Agreement”) with a syndicate of lenders, which contains a $1.65 billion revolving facility (the “Revolving Facility”), which expires on December 19, 2019. The Revolving Facility includes a $150 million subfacility for the issuance of letters of credit and a $125 million subfacility for swingline borrowings.

At June 30, 2016 and December 31, 2015, the Company had no amounts outstanding under the Revolving Facility. The interest rate under the Revolving Facility is LIBOR (determined in accordance with the Revolving Credit Agreement) plus 1.325% per annum. In addition, the Revolving Facility has a facility fee which is 0.175%.

2015 Term Loans

On July 15, 2015, the Company entered into a term credit agreement, which was amended on October 28, 2015 (the “2015 Term Credit Agreement”) among the Company, as guarantor, Mylan Inc. (the “Borrower”), certain lenders and PNC Bank, National Association as the administrative agent. The 2015 Term Credit Agreement provided for a term loan credit facility under which the Borrower obtained loans in the aggregate amount of $1.6 billion, consisting of (i) a closing date term loan in the amount of $1.0 billion, borrowed on July 15, 2015 and (ii) a delayed draw term loan (together the “2015 Term Loans”) in the amount of $600.0 million, borrowed on September 15, 2015. The 2015 Term Loans mature on July 15, 2017, subject to extension to December 19, 2017.

The loans under the 2015 Term Credit Agreement bear interest at LIBOR (determined in accordance with the 2015 Term Credit Agreement) plus 1.375% per annum.

2014 Term Loan

On December 19, 2014, the Company entered into a term credit agreement, which was amended on May 1, 2015, and further amended on October 28, 2015 (the "2014 Term Credit Agreement"), with a syndicate of banks which provided an $800 million term loan (the “2014 Term Loan”). The 2014 Term Loan matures on December 19, 2017 and has no required amortization payments. The 2014 Term Loan bears interest at LIBOR (determined in accordance with the 2014 Term Credit Agreement) plus 1.375% per annum.

Amendment to the Revolving Credit Facility, 2015 Term Loans and 2014 Term Loan

On February 22, 2016, the Company and Mylan Inc. (the “Borrower”) entered into (i) Amendment No. 3 (the “Revolving Amendment”) to the Revolving Credit Agreement, among the Borrower, the Company, certain lenders and issuing banks and Bank of America, N.A., as administrative agent, (ii) Amendment No. 2 (the “2015 Term Amendment”) to the 2015 Term Credit Agreement, among the Borrower, the Company, certain lenders and PNC Bank, National Association, as administrative agent and (iii) Amendment No. 3 (the “2014 Term Amendment”) to the 2014 Term Credit Agreement, among the Borrower, the Company, certain lenders and Bank of America, N.A., as administrative agent. The Revolving Amendment, 2015 Term Amendment and 2014 Term Amendment provide that the Company’s acquisition of Meda constitutes a Qualified Acquisition (as defined in each of the Revolving Credit Agreement, the 2014 Term Credit Agreement and the 2015 Term Credit Agreement) and amends the event of default provisions to provide that any “change of control” put rights under any indebtedness of any Acquired Entity or Business (as defined in each of the Revolving Credit Agreement, the 2014 Term Credit Agreement and the 2015 Term Credit Agreement) or its subsidiaries that are triggered as a result of the acquisition of any Acquired Entity or Business will not result in an event of default so long as any such indebtedness that is put in accordance with the terms of such indebtedness is paid as required by the terms of such indebtedness.

Fair Value

At June 30, 2016 and December 31, 2015, the fair value of the Company’s 1.350% Senior Notes due 2016, 2.600% Senior Notes due 2018, 3.000% Senior Notes due 2018, 2.500% Senior Notes due 2019, 2.550% Senior Notes due 2019, 3.750% Senior Notes due 2020, 3.150% Senior Notes due 2021, 3.125% Senior Notes due 2023, 4.200% Senior Notes due 2023, 3.950% Senior Notes due 2026, 5.400% Senior Notes due 2043 and 5.250% Senior Notes due 2046 (collectively, the “Senior Notes”) was approximately $11.14 billion and $4.80 billion, respectively. The fair values of the Senior Notes were valued at quoted market prices from broker or dealer quotations and were classified as Level 2 in the fair value hierarchy. Based on quoted market rates of interest and maturity schedules of similar debt issues, the fair values of the Company’s 2015 Term Loans and 2014 Term Loan, determined based on Level 2 inputs, approximate their carrying values at June 30, 2016 and December 31, 2015.

Mandatory minimum repayments remaining on the outstanding long-term debt at June 30, 2016, excluding the discounts and premiums, are as follows for each of the periods ending December 31:

(In millions)	Total
2016	$500
2017	2,400
2018	1,150
2019	1,500
2020	500
Thereafter	7,250
Total	$13,300

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13. Comprehensive Earnings

Accumulated other comprehensive loss, as reflected on the Condensed Consolidated Balance Sheets, is comprised of the following:

(In millions)	June 30, 2016	December 31, 2015
Accumulated other comprehensive loss:		
Net unrealized gain (loss) on marketable securities, net of tax	$6.0	$ (1.0)
Net unrecognized losses and prior service cost related to defined benefit plans, net of tax	(15.2)	(14.9)
Net unrecognized losses on derivatives, net of tax	(46.7)	(18.1)
Foreign currency translation adjustment	(1,375.4)	(1,730.3)
	$(1,431.3)	$ (1,764.3)

Components of accumulated other comprehensive loss, before tax, consist of the following, for the three and six months ended June 30, 2016 and 2015:

(In millions)	Three Months Ended June 30, 2016 — Gains and Losses on Derivatives in Cash Flow Hedging Relationships: Foreign Currency Forward Contracts	Interest Rate Swaps	Total	Gains and Losses on Marketable Securities	Defined Pension Plan Items	Foreign Currency Translation Adjustment	Totals
Balance at March 31, 2016 net of tax			$(48.9)	$ 1.8	$(15.1)	$(1,228.3)	$(1,290.5)
Other comprehensive (loss) earnings before reclassifications, before tax			(14.7)	6.6	(0.4)	(147.1)	(155.6)
Amounts reclassified from accumulated other comprehensive (loss) earnings, before tax:							
Loss on foreign exchange forward contracts classified as cash flow hedges, included in net sales	12.9		12.9				12.9
Loss on interest rate swaps classified as cash flow hedges, included in interest expense		5.2	5.2				5.2
Amortization of prior service costs included in SG&A					0.1		0.1
Amortization of actuarial loss included in SG&A					0.2		0.2
Net other comprehensive earnings (loss), before tax			3.4	6.6	(0.1)	(147.1)	(137.2)
Income tax provision			1.2	2.4	—	—	3.6
Balance at June 30, 2016, net of tax			$(46.7)	$ 6.0	$(15.2)	$(1,375.4)	$(1,431.3)

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	Six Months Ended June 30, 2016						
	Gains and Losses on Derivatives in Cash Flow Hedging Relationships			Gains and Losses on Marketable Securities	Defined Pension Plan Items	Foreign Currency Translation Adjustment	Totals
	Foreign Currency Forward Contracts	Interest Rate Swaps	Total				
Balance at December 31, 2015, net of tax			$(18.1)	$ (1.0)	$(14.9)	$(1,730.3)	$(1,764.3)
Other comprehensive (loss) earnings before reclassifications, before tax			(73.5)	11.0	(1.0)	354.9	291.4
Amounts reclassified from accumulated other comprehensive (loss) earnings, before tax:							
Loss on foreign exchange forward contracts classified as cash flow hedges, included in net sales	23.5		23.5				23.5
Loss on interest rate swaps classified as cash flow hedges, included in interest expense		4.3	4.3				4.3
Amortization of prior service costs included in SG&A					0.2		0.2
Amortization of actuarial loss included in SG&A					0.4		0.4
Net other comprehensive (loss) earnings, before tax			(45.7)	11.0	(0.4)	354.9	319.8
Income tax (benefit) provision			(17.1)	4.0	(0.1)	—	(13.2)
Balance at June 30, 2016, net of tax			$(46.7)	$ 6.0	$(15.2)	$(1,375.4)	$(1,431.3)

	Three Months Ended June 30, 2015						
	Gains and Losses on Derivatives in Cash Flow Hedging Relationships			Gains and Losses on Marketable Securities	Defined Pension Plan Items	Foreign Currency Translation Adjustment	Totals
(In millions)	Foreign Currency Forward Contracts	Interest Rate Swaps	Total				
Balance at March 31, 2015, net of tax			$(49.8)	$ 0.4	$(19.5)	$(1,542.0)	$(1,610.9)
Other comprehensive earnings (loss) before reclassifications, before tax			40.6	(0.3)	4.1	224.3	268.7
Amounts reclassified from accumulated other comprehensive loss, before tax:							
Loss on foreign exchange forward contracts classified as cash flow hedges, included in net sales	(10.6)		(10.6)				(10.6)
Loss on interest rate swaps classified as cash flow hedges, included in interest expense		(0.1)	(0.1)				(0.1)
Amortization of prior service costs included in SG&A					0.2		0.2
Amortization of actuarial loss included in SG&A					0.1		0.1
Amounts reclassified from accumulated other comprehensive loss, before tax			(10.7)	—	0.3	—	(10.4)
Net other comprehensive earnings (loss), before tax			51.3	(0.3)	3.8	224.3	279.1
Income tax provision			19.1	—	0.7	—	19.8
Balance at June 30, 2015, net of tax			$(17.6)	$ 0.1	$(16.4)	$(1,317.7)	$(1,351.6)

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	Six Months Ended June 30, 2015						
	Gains and Losses on Derivatives in Cash Flow Hedging Relationships			Gains and Losses on Marketable Securities	Defined Pension Plan Items	Foreign Currency Translation Adjustment	Totals
	Foreign Currency Forward Contracts	Interest Rate Swaps	Total				
Balance at December 31, 2014, net of tax			$(28.4)	$ 0.3	$(19.5)	$(939.4)	$(987.0)
Other comprehensive (loss) earnings before reclassifications, before tax			(5.8)	(0.2)	4.4	(378.3)	(379.9)
Amounts reclassified from accumulated other comprehensive loss, before tax:							
Loss on foreign exchange forward contracts classified as cash flow hedges, included in net sales	(22.3)		(22.3)				(22.3)
Loss on interest rate swaps classified as cash flow hedges, included in interest expense		(0.3)	(0.3)				(0.3)
Amortization of prior service costs included in SG&A					0.2		0.2
Amortization of actuarial loss included in SG&A					0.3		0.3
Amounts reclassified from accumulated other comprehensive loss, before tax			(22.6)	—	0.5	—	(22.1)
Net other comprehensive earnings (loss), before tax			16.8	(0.2)	3.9	(378.3)	(357.8)
Income tax provision			6.0	—	0.8	—	6.8
Balance at June 30, 2015, net of tax			$(17.6)	$ 0.1	$(16.4)	$(1,317.7)	$(1,351.6)

14. Shareholders' Equity

A summary of the changes in shareholders' equity for the six months ended June 30, 2016 and 2015 is as follows:

(In millions)	Total Mylan N.V. Shareholders' Equity	Noncontrolling Interest	Total
December 31, 2015	$ 9,764.4	$ 1.4	$9,765.8
Net earnings	182.3	—	182.3
Other comprehensive earnings, net of tax	333.0	—	333.0
Stock option activity	6.5	—	6.5
Share-based compensation expense	51.9	—	51.9
Shares withheld for taxes on share-based compensation	(9.6)	—	(9.6)
Tax benefit of stock option plans	1.4	—	1.4
June 30, 2016	$ 10,329.9	$ 1.4	$10,331.3

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(In millions)	Total Mylan N.V. Shareholders' Equity	Noncontrolling Interest	Total
December 31, 2014	$ 3,255.9	$ 20.1	$3,276.0
Net earnings	224.4	0.1	224.5
Other comprehensive loss, net of tax	(364.6)	—	(364.6)
Stock option activity	86.5	—	86.5
Share-based compensation expense	50.3	—	50.3
Shares withheld for taxes on share-based compensation	(36.6)	—	(36.6)
Tax benefit of stock option plans	48.0	—	48.0
Issuance of ordinary shares to purchase the EPD Business	6,305.8	—	6,305.8
Purchase of subsidiary shares from noncontrolling interest	—	(18.7)	(18.7)
Other	(1.8)	(0.1)	(1.9)
June 30, 2015	$ 9,567.9	$ 1.4	$9,569.3

On April 3, 2015, the Company and Stichting Preferred Shares Mylan (the “Foundation”) entered into a call option agreement (the “Call Option Agreement”). Pursuant to the terms of the Call Option Agreement, Mylan N.V. granted the Foundation a call option (the “Option”), permitting the Foundation to acquire from time-to-time Mylan N.V. preferred shares up to a maximum number equal to the total number of Mylan N.V. ordinary shares issued at such time to the extent such shares are not held by the Foundation. In response to Teva Pharmaceutical Industries Ltd.’s (“Teva”) unsolicited expression of interest to acquire Mylan on July 23, 2015, the Foundation exercised the Option and acquired 488,388,431 Mylan preferred shares pursuant to the terms of the Call Option Agreement. Each Mylan ordinary share and preferred share was entitled to one vote on each matter properly brought before a general meeting of shareholders. On July 27, 2015, Teva announced its entry into an agreement to acquire the Generic Drug Unit of Allergan plc and the withdrawal of its unsolicited, non-binding expression of interest to acquire Mylan. On September 19, 2015, the Foundation requested the redemption of the Mylan preferred shares issued. Mylan ordinary shareholders approved the redemption of the preferred shares on January 7, 2016 at an extraordinary general meeting of shareholders and on March 17, 2016, the redemption of the Mylan preferred shares became effective. The Foundation will continue to have the right to exercise the Option in the future in response to a new threat to the interests of Mylan, its businesses and its stakeholders from time to time.

With effect from February 27, 2015, the general meeting authorized the board to repurchase Company shares for a maximum period of 18 months, with such authorization expiring on August 27, 2016 (the “Share Repurchase Authorization”). More specifically, the general meeting authorized the board to repurchase the maximum number of ordinary shares allowed under Dutch law and applicable securities regulations on the NASDAQ for a period of 18 months. On June 24, 2016, at the annual general meeting, the Company’s shareholders approved an extension of the Share Repurchase Authorization, which will now expire on December 24, 2017. On July 27, 2016, the board approved the commensurate extension of the Share Repurchase Program (as defined below).

On November 16, 2015, the Company announced that its board of directors approved the repurchase of up to $1.0 billion of the Company’s ordinary shares either in the open market through privately-negotiated transactions or in one of more self tender offers (the “Share Repurchase Program”). At June 30, 2016, the Share Repurchase Program has approximately $932.5 million remaining for ordinary share repurchases. The Share Repurchase Program does not obligate the Company to acquire any particular amount of ordinary shares.

15. Segment Information

The Company has two segments, “Generics” and “Specialty.” The Generics segment primarily develops, manufactures, sells and distributes generic or branded generic pharmaceutical products in tablet, capsule, injectable, transdermal patch, gel, cream or ointment form, as well as active pharmaceutical ingredients ("API"). The Specialty segment engages mainly in the development and sale of branded specialty nebulized and injectable products.

The Company's chief operating decision maker is the Chief Executive Officer, who evaluates the performance of the Company's segments based on total revenues and segment profitability. Segment profitability represents segment gross profit less direct R&D expenses and direct SG&A. Certain general and administrative and R&D expenses not allocated to the segments, net charges for litigation settlements, impairment charges and other expenses not directly attributable to the segments, are reported in Corporate/Other. Additionally, amortization of intangible assets and other purchase accounting related items, as well as any other significant special items, are included in Corporate/Other. Items below the earnings from operations line on the Company's Condensed Consolidated Statements of Operations are not presented by segment, since they are excluded from the measure of segment profitability. The Company does not report depreciation expense, total assets and capital expenditures by segment, as such information is not used by the chief operating decision maker.

The accounting policies of the segments are the same as those described in the "Summary of Significant Accounting Policies" included in Mylan N.V.'s Annual Report on Form 10-K for the year ended December 31, 2015, as amended. Intersegment revenues are accounted for at current market values and are eliminated at the consolidated level.

Presented in the table below is segment information for the periods identified and a reconciliation of segment information to total consolidated information.

(In millions)	Generics Segment	Specialty Segment	Corporate / Other[1]	Consolidated
Three Months Ended June 30, 2016				
Total revenues				
Third party	$ 2,147.6	$ 413.1	$ —	$ 2,560.7
Intersegment	(0.4)	3.1	(2.7)	—
Total	$ 2,147.2	$ 416.2	$ (2.7)	$ 2,560.7
Segment profitability	$ 660.6	$ 250.9	$ (500.6)	$ 410.9
Six Months Ended June 30, 2016				
Total revenues				
Third party	$ 4,084.4	$ 667.6	$ —	$ 4,752.0
Intersegment	2.2	6.4	(8.6)	—
Total	$ 4,086.6	$ 674.0	$ (8.6)	$ 4,752.0
Segment profitability	$ 1,124.4	$ 380.2	$ (988.1)	$ 516.5
Three Months Ended				

June 30, 2015

Total revenues				
Third party	$2,063.7	$308.0	$—	$2,371.7
Intersegment	2.3	2.6	(4.9)	—
Total	$2,066.0	$310.6	$(4.9)	$2,371.7
Segment profitability	$594.7	$163.9	$(482.0)	$276.6

Six Months Ended June 30, 2015

Total revenues				
Third party	$3,718.9	$524.5	$—	$4,243.4
Intersegment	3.8	4.6	(8.4)	—
Total	$3,722.7	$529.1	$(8.4)	$4,243.4
Segment profitability	$1,045.5	$266.1	$(875.7)	$435.9

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(1) Includes certain corporate general and administrative and R&D expenses; litigation settlements, net; certain intercompany transactions, including eliminations; amortization of intangible assets and certain purchase accounting items; impairment charges; and other expenses not directly attributable to segments.

16. Subsidiary Guarantors

The following tables present unaudited condensed consolidating financial information for (a) the Company (for purposes of this discussion and these tables, "Parent Guarantor"); (b) Mylan Inc., the issuer of certain Senior Notes (for the purposes of this discussion and these tables, the "Issuer") (Refer to Note 12 Debt for further discussion of the Senior Note issuances); and (c) all other subsidiaries of the Parent Guarantor on a combined basis, none of which guaranteed the Cash Convertible Notes or guarantee the Senior Notes ("Non-Guarantor Subsidiaries"). The consolidating adjustments primarily relate to eliminations of investments in subsidiaries and intercompany balances and transactions. The unaudited condensed consolidating financial statements present investments in subsidiaries using the equity method of accounting. Mylan Inc. is an indirect wholly owned subsidiary of the Company and the Company fully and unconditionally guaranteed on a senior unsecured basis the Senior Notes issued by Mylan Inc.

In addition, the Company's 3.000% Senior Notes due December 2018 and the 3.750% Senior Notes due December 2020 (collectively, the "December 2015 Senior Notes") and June 2016 Senior Notes are guaranteed on a senior unsecured basis by Mylan Inc. In connection with the offering of the December 2015 Senior Notes and June 2016 Senior Notes, the Company entered into separate registration rights agreements pursuant to which the Company and Mylan Inc. will use commercially reasonable efforts to file a registration statement with respect to an offer to exchange each series of the December 2015 Senior Notes and June 2016 Senior Notes for new notes with the same aggregate principal amount and terms substantially identical in all material respects and to cause the exchange offer registration statement to be declared effective by the SEC and to consummate the exchange offer not later than 365 days following the respective dates of issuance of the December 2015 Senior Notes and the June 2016 Senior Notes.
The following financial information presents the related unaudited Condensed Consolidating Statements of Operations for the three and six months ended June 30, 2016 and 2015, the unaudited Condensed Consolidating Statements of Comprehensive Earnings for the three and six months ended June 30, 2016 and 2015, the unaudited Condensed Consolidating Balance Sheets as of June 30, 2016 and December 31, 2015 and the unaudited Condensed Consolidating Statements of Cash Flows for the six months ended June 30, 2016 and 2015. This unaudited condensed consolidating financial information has been prepared and presented in accordance with SEC Regulation S-X Rule 3-10 "Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered."

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UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
Three Months Ended June 30, 2016

(In millions)	Mylan N.V. (Parent Guarantor)	Mylan Inc. (Issuer)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues:						
Net sales	$ —	$—	$ —	$ 2,539.9	$ —	$ 2,539.9
Other revenues	—	—	—	20.8	—	20.8
Total revenues	—	—	—	2,560.7	—	2,560.7
Cost of sales	—	—	—	1,389.0	—	1,389.0
Gross profit	—	—	—	1,171.7	—	1,171.7
Operating expenses:						
Research and development	—	—	—	179.5	—	179.5
Selling, general and administrative	19.8	187.4	—	374.2	—	581.4
Litigation settlements, net	—	—	—	(0.1)	—	(0.1)
Total operating expenses	19.8	187.4	—	553.6	—	760.8
(Losses) earnings from operations	(19.8)	(187.4)	—	618.1	—	410.9
Interest expense	31.1	43.9	—	15.3	—	90.3
Other expense (income), net	90.8	(97.5)	—	124.2	—	117.5
(Losses) earnings before income taxes	(141.7)	(133.8)	—	478.6	—	203.1
Income tax provision	—	4.9	—	29.8	—	34.7
Earnings of equity interest subsidiaries	310.1	457.7	—	—	(767.8)	—
Net earnings attributable to Mylan N.V. ordinary shareholders	$ 168.4	$319.0	$ —	$ 448.8	$ (767.8)	$ 168.4

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MYLAN N.V. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements (Unaudited) - Continued

UNAUDITED CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
Six Months Ended June 30, 2016

(In millions)	Mylan N.V. (Parent Guarantor)	Mylan Inc. (Issuer)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues:						
Net sales	$ —	$ —	$ —	$ 4,716.0	$ —	$ 4,716.0
Other revenues	—	—	—	36.0	—	36.0
Total revenues	—	—	—	4,752.0	—	4,752.0
Cost of sales	—	—	—	2,673.3	—	2,673.3
Gross profit	—	—	—	2,078.7	—	2,078.7
Operating expenses:						