

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

Alkermes plc

(Name of Registrant as Specified In Its Charter)

**Sarissa Capital Management LP
Sarissa Capital Offshore Master Fund LP
Sarissa Catapult Holdings Ltd
Sarissa Capital Catapult Fund LLC
Sarissa Capital Hawkeye Fund LP
ISP Fund LP
Sarissa Capital Master Fund II LP
Sarissa Capital Athena Fund Ltd
Atom Master Fund LP
Sarissa Capital Fund GP LP
Sarissa Capital Fund GP LLC
Sarissa Capital Offshore Fund GP LLC
Sarissa Capital Management GP LLC
Alexander J. Denner, Ph.D.
Patrice Bonfiglio
Sarah J. Schlesinger, M.D.**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Sarissa Capital Management LP (“Sarissa Capital”), together with the other participants named herein (collectively, “Sarissa”), has filed a definitive proxy statement and accompanying BLUE universal proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2023 Annual General Meeting of Shareholders (the “Annual Meeting”) of Alkermes plc (the “Company”).

Sarissa has launched a website to communicate with the Company’s shareholders regarding the Annual Meeting. The website address is www.upgradealkermes.com. The materials attached hereto as [Exhibit 1](#) were posted by Sarissa to the website.

In addition, on June 5, 2023, Sarissa issued the following press release:

**SARISSA URGES ALKERMES SHAREHOLDERS TO VOTE THE UNIVERSAL BLUE CARD TO UPGRADE
ALKERMES FOR THE BENEFIT OF SHAREHOLDERS**

Sarissa believes its nominees have experience and skills that the current board lacks

**Sarissa does not understand why the Alkermes independent directors refuse to add any Sarissa representatives to the
board**

Greenwich, CT, June 5, 2023 – Sarissa Capital today released the following letter to shareholders of Alkermes plc (NASDAQ: ALKS):

June 5, 2023

Dear Fellow Alkermes Shareholders:

We are long-term Alkermes shareholders owning over \$400 million in stock who believe that the company is significantly undervalued and not run optimally. For this reason, over the last several years, we have attempted to engage in meaningful discussions with Alkermes regarding the business and operations of the company, including its discordant business franchises, cost structure, capital allocation, and corporate governance.

We are trying hard to avoid this proxy contest and have offered reasonable settlement compromises including delaying our appointment to the board and making it contingent upon stock price targets not being met. The board shunned this offer and indicated that they would be willing to meet with us two times per year if we drop our request for board representation (as you know, most companies meet with major shareholders at least four times per year as a matter of course).

We are a large, long-term shareholder with a stellar track record of success generating value for shareholders by working collaboratively in the boardroom. We have proposed excellent candidates and cannot understand why the company is prepared to spend such a tremendous amount of time and shareholder money to keep us off the board. We will clearly add a shareholder perspective that currently does not exist in the boardroom. We hope to continue our dialogue with the independent board members in the hopes of reaching an amicable settlement so that we can begin to work together to create value for all shareholders. Unfortunately, we fear Richard Pops, the CEO and Chairman of Alkermes, has far too much control on the board to allow a shareholder-favorable settlement to occur.

Richard Pops has presided over tremendous shareholder value destruction since becoming CEO of Alkermes over thirty years ago. For too long, Alkermes has been run for the benefit of management and not for shareholders. In fact, for over thirty years, the company has almost consistently operated at a loss. Even in the last five years, despite annual revenues exceeding \$1 billion, Alkermes has consistently operated at a net loss and Alkermes' stock price has declined nearly 40% and underperformed the iShares Biotechnology ETF ("IBB") by approximately 57% (calculated by subtracting the percentage change of Alkermes' share price from the percentage change of IBB price from 06/01/2018 to 06/02/2023. Source: Bloomberg).

Generating over \$1 billion in revenue for five years and operating at a loss for all five years indicates a fundamental problem with the business model. In addition to issues with poor governance, expense management and capital allocation, Alkermes is basically a patchwork of subscale businesses. The revenue potential of the commercial products is restrained by subscale and expensive efforts. The manufacturing business is undersized and, in addition to the mishaps and delays over the years, may very well be unprofitable. Research and development is inefficient and expensive with the company's extended efforts in cancer not building on the company's expertise in psychiatry. (Admitting the inefficiency of its endeavor into oncology, the company announced at the prodding of Sarissa and other investors its intention to spin the oncology business – a good first step but certainly too little, too late.) Expenses are exorbitant as a percent of revenue (~113% for the year ended 2022) and outsized relative to Alkermes' peers even before accounting for the fact that roughly a third of revenue is typically derived from royalties that should fall directly to the bottom line.

Despite the consistent under-performance and destruction of shareholder value, Mr. Pops has continued to preside over the company with little accountability to shareholders. Richard Pops has been handsomely rewarded to destroy shareholder capital for over thirty years. Alkermes went public in 1991. Since the Nasdaq Biotechnology Index's creation in 1993, Alkermes has underperformed the NBI by 1,602% (calculated by subtracting total return of NBI index from Alkermes total return from 11/01/1993 to 06/02/2023. Source: Bloomberg). In the last 15 years alone, Alkermes has underperformed the NBI by 314% and Richard Pops has been rewarded with over \$150 million in compensation.

To compound our concern is the poor governance we have encountered at Alkermes for over two years as we have attempted to engage constructively with the company. For the most part, these interactions have been dominated by Richard Pops with little or no involvement of independent directors until very recently, contrary to good corporate governance. Last year the board unanimously rejected all of our director nominees without any notice to us and, more importantly, without any meeting or interactions with the Alkermes NomGov committee or any other independent directors. This lack of independent director engagement and the failure of the independent board members to fulfill their legal duties to preside over board composition matters is an example of the company's poor corporate governance that vests far too much power and influence in a very long-tenured CEO and Chairman who has no interest in allowing Sarissa in the boardroom, despite Sarissa being one of Alkermes' largest shareholders with a stellar track record of success.

More recently, we have been able to interact directly with the independent directors. We believed that the dialogue was constructive and that the independent board members were receptive to our views. However, we were told that the board was split on whether to add Sarissa representatives. We reiterated that our nominees would be valuable additions to the board and emphasized our desire to avoid a proxy contest.

We also noted that we had learned that Mr. Pops had recently undertaken a roadshow with investors that we understood involved Mr. Pops lobbying shareholders against Sarissa representation on the board. We find this conduct highly unusual and concerning, particularly given that it occurred during the company's quiet period and prior to the filing of any proxy materials with the SEC. We believe that Mr. Pops should be focused on running the company instead of lobbying against shareholder representation on the board. We view these actions as another example of the board's insufficient oversight of Mr. Pops. When we brought these concerns to the independent board members, we were informed that the company did not intend to add any of our nominees to the board.

The company proposed that instead of adding any of our nominees to the board, the full board (including Mr. Pops) would be willing to meet with us two times per year for as long as we remain significant shareholders. As you are aware, most companies meet with their major shareholders at least four times per year as a matter of course. Nonetheless, we continued our attempt to engage constructively in the hopes of avoiding a proxy contest. To that end, we suggested an idea to link Sarissa representation on the board with the company's stock performance and asked to discuss this idea with the board. The next day, the company filed its preliminary proxy statement with the SEC rejecting our nominees.

A few days later, we met with members of the board to discuss this idea of linking the Alkermes stock price to Sarissa board representation. Basically, the concept was that if the stock did not appreciate significantly over a certain period of time, Sarissa would be entitled to board representation. During the discussion, we noted that the board had previously agreed to a similar proposal tied to EBITDA targets with Elliott Investment Management L.P. Two days later, we were told that the board did not accept this construct but that it remained willing to meet with us two times per year for as long as we remain significant shareholders. We believed our idea to settle the proxy fight through tying shareholder representation by Sarissa to stock performance (with the details to be negotiated) was a reasonable compromise (allowing the board to prove its ability to raise the stock price which is what we all want) and a significant concession, and we are disappointed that it did not gain any traction on the board.

We own shares valued at more than \$400 million. We believe the stock is significantly undervalued, and we have a long track record of success generating value for shareholders of healthcare companies by working collaboratively in the boardroom. We have proposed excellent candidates to the board and cannot understand why the company is prepared to spend such a tremendous amount of time and shareholder funds to keep us off the board. We believe the board has not articulated substantive considerations not to endorse our nominees. (We expect the company will argue that Alex Denner, as a board member of Biogen, is conflicted although the Alkermes board in its agreement with Sarissa approved of another Biogen director, specifically clearing such Biogen director of any potential conflict issues.) We remain eager to reach an amicable settlement with the independent board members so that we can work together to unlock shareholder value. We hope to continue our dialogue with the independent board members in the hopes of avoiding a proxy contest.

We look forward to continuing our engagement with our fellow shareholders in the coming weeks. Thank you for your continued support.

Sarissa Capital Management LP

For additional information please visit our website at upgradealkermes.com.

If you have any questions regarding your BLUE universal proxy card or need assistance in executing your proxy card, please contact:

D.F. King & Co., Inc.

Shareholders call Toll-Free: (866) 207-3648

All Others Call: (212) 493-6952

Email: ALKS@dfking.com

#UpgradeAlkermes

Your vote at Alkermes' Annual General Meeting of Shareholders on June 29, 2023 is very important. **We urge all shareholders to vote "FOR" the election of the Sarissa Nominees, "AGAINST" the compensation of the Company's named executive officers, and "FOR" all other proposals in our proxy statement.**

You can vote in one of three easy ways: by internet at www.cesvote.com, by telephone at 1-888-693-8683 or by mail using the **BLUE** universal proxy card and postage-paid envelope sent to you.

If you vote by internet or telephone, you will be required to provide the unique control number printed on your **BLUE** universal proxy card.

Contact: Dayna Packes
Sarissa Capital Management LP
info@sarissacap.com

Additional Information

Sarissa Capital Management LP ("Sarissa Capital"), together with other participants, filed a definitive proxy statement and an accompanying BLUE universal proxy card with the SEC on June 2, 2023, in connection with the solicitation of shareholders of the Company for the 2023 annual general meeting of shareholders (the "Annual Meeting"). Shareholders are advised to read the definitive proxy statement and other documents related to the Annual Meeting as they contain important information.

The definitive proxy statement and other relevant documents filed by Sarissa Capital are available at no charge on the SEC's website at www.sec.gov and at www.upgradealkermes.com. The definitive proxy statement and other relevant documents filed by Sarissa Capital are also available at no charge by directing a request to Sarissa Capital's proxy solicitor, D.F. King & Co., Inc., 48 Wall Street, New York, New York 10005 (Shareholders can call toll-free: (866) 207-3648).

UPGRADE ALKERMES



VOTE THE [BLUE](#) UNIVERSAL CARD

ONLY VOTE 1 CARD. DISCARD THE WHITE CARD



Your vote at Alkermes' Annual General Meeting of Shareholders on June 29, 2023 is very important.

We urge all shareholders to vote "FOR" the election of the Sarissa Nominees, "AGAINST" the compensation of the Company's named executive officers, and "FOR" all other proposals in our proxy statement.

You can vote in one of three easy ways: by internet at www.cesvote.com, by telephone at 1-888-693-8683 or by mail using the [BLUE](#) universal proxy card and postage-paid envelope sent to you.

If you vote by internet or telephone, you will be required to provide the unique control number printed on your [BLUE](#) universal proxy card.

If you have any questions regarding your [BLUE](#) proxy card or need assistance in executing your proxy card, please contact:

D.F. King & Co., Inc. 48 Wall Street
Shareholders call toll-free: (866) 207-3648
Brokers and Banks call: (212) 493-6952
Email: ALKS@dfking.com

SARISSA PUBLIC STATEMENTS

[June 5, 2023 – Sarissa Urges Alkermes Shareholders To Vote The Universal Blue Card To Upgrade Alkermes For The Benefit Of Shareholders](#)

SARISSA PROXY STATEMENT

[Click here to download the Proxy Statement](#)

SARISSA NOMINEES

[Click here to view the Sarissa Nominees](#)

#UPGRADEALKERMES

If you vote by internet or telephone, you will be required to provide the unique control number printed on your [BLUE](#) universal proxy card.

D.F. King & Co., Inc. 48 Wall Street
Shareholders call toll-free: (866) 207-3648
Brokers and Banks call: (212) 493-6952
Email: ALKS@dfking.com

660 Steamboat Road
Greenwich, CT 06830

Office: 203-302-2330
Fax: 203-930-1560
Email: info@sarissacap.com

Sarissa is nominating three qualified individuals who are aligned with shareholder interests to the Alkermes Board



Patrice Bonfiglio



Alexander J. Denner, Ph.D.



Sarah J. Schwinger, M.D.

Patrice Bonfiglio

Work Experience

- Currently:
 - President of Sarissa Capital
- Prior, include:
 - Chief Operating Officer, Chief Financial Officer and Chief Compliance Officer of Sarissa Capital
 - Chief Financial Officer of Sarissa Capital Acquisition Corp
 - Head of Operations at Arbalet Capital Management
 - Operations Manager at Arrowhawk Capital Partners
 - Senior Accountant at Ridgefield Capital Asset Management
 - Associate and Fund Accountant at Pequot Capital

Board Experience

- Currently:
 - Amarin Corporation



Alexander J. Denner, Ph.D.



Work Experience

- Currently:
 - Chief Investment Officer of Sarissa Capital
- Prior, include:
 - Senior Managing Director at Icahn Capital
 - Portfolio Manager at Viking Global Investors
 - Portfolio Manager at Morgan Stanley Investment Management

Board Experience

- Currently:
 - Biogen, Inc.
 - Ironwood Pharmaceuticals
 - Attralus, Inc.
- Prior, include:
 - The Medicines Company
 - Bioverativ Inc.
 - ARIAD Pharmaceuticals, Inc.
 - Amylin Pharmaceuticals
 - ImClone Systems

Sarah J. Schlesinger, M.D.

Work Experience

- Currently:
 - Associate Professor of Clinical Investigation at The Rockefeller University and
 - Senior Attending Physician at The Rockefeller University Hospital
- Prior, include:
 - Research Associate at The Rockefeller University and The Aaron Diamond AIDS Research Center
 - Research Physician/Pathologist, Principal Investigator Dendritic Cell Section at Walter Reed Army Institute of Research
 - Clinical Assistant Professor, Department of Pathology at Georgetown University School of Medicine
 - Staff Pathologist, Department of Infectious and Parasitic Disease Pathology at the Armed Forces Institute of Pathology, Department of the Army Civilian GS-15.7

Board Experience

- Currently:
 - Armata Pharmaceuticals, Inc.
 - Innoviva, Inc.
- Prior, include:
 - The Medicines Company
 - ARIAD Pharmaceuticals, Inc.





DISCLAIMER

Except as otherwise set forth on this website, the views expressed on this website represent the opinions of Sarissa Capital Management LP and certain of its affiliates (collectively, "Sarissa"), which beneficially own shares of Alkermes plc (the "Company") and are based on publicly available information with respect to the Company. Sarissa recognizes that there may be confidential information in the possession of the Company that could lead it or others to disagree with Sarissa's conclusions. Sarissa reserves the right to change any of its opinions expressed herein at any time as it deems appropriate and disclaims any obligation to notify the market or any other party of any such changes, except as required by law. Sarissa disclaims any obligation to update the information or opinions contained on this website. For the avoidance of doubt, this website is not affiliated with or endorsed by the Company.

Certain financial projections and statements made herein have been derived or obtained from filings made with the Securities and Exchange Commission ("SEC") or other regulatory authorities and from other third party reports. Neither Sarissa nor any of its affiliates shall be responsible or have any liability for any misinformation contained in any third party SEC or other regulatory filing or third party report. The figures presented herein may not have been calculated using generally accepted account principles ("GAAP") or international financial reporting standards ("IFRS") or audited by independent accountants. Such figures may vary from GAAP and IFRS accounting in material respects, and there can be no assurance that any unrealized values reflected herein will be realized. Further, there is no assurance or guarantee with respect to the prices at which any securities of the Company will trade, and such securities may not trade at prices that may be implied herein. The estimates, projections and potential impact of the opportunities identified by Sarissa herein are based on assumptions that Sarissa believes to be reasonable as of the date of the materials on this website, but there can be no assurance or guarantee that actual results or performance of the Company will not differ, and such differences may be material, or that any of the assumptions provided in this website are accurate.

Not an Offer to Sell or Buy

The materials on this website are provided merely as information and are not intended to be, nor should they be construed as, an offer to sell or a solicitation of an offer to buy any security. These materials do not recommend the purchase or sale of any security and should not be construed as legal, tax, investment or financial advice or advice on the merits of any investment decision. Sarissa currently beneficially owns shares of the Company. Sarissa is in the business of buying and selling securities and intends to continue trading in the securities of the Company. It is possible that there will be developments in the future that cause Sarissa from time to time to sell all or a portion of its holdings of the Company in open market transactions or otherwise (including via short sales), buy additional shares (in open market or privately negotiated transactions or otherwise), or trade in options, puts, calls, swaps or other derivative instruments relating to such shares, regardless of the views expressed on this website. Sarissa reserves the right to take any actions with respect to investments in the Company as it may deem appropriate and to change its intentions with respect to investments in the Company at any time as it deems appropriate, and Sarissa disclaims any obligation to notify the market or any other party of any such changes, except as required by law.

Although Sarissa believes the statements made in this website are substantially accurate in all material respects and do not omit to state material facts necessary to make those statements not misleading, Sarissa makes no representation or warranty, express or implied, as to the accuracy or completeness of those statements or any other written or oral communication it makes with respect to the Company and any other companies mentioned, and each of Sarissa, the other Participants and their respective affiliates expressly disclaims any liability relating to those statements or communications (or any inaccuracies or

omissions therein). Thus, shareholders and others should conduct their own independent investigation and analysis of those statements and communications and of the Company and any other companies to which those statements or communications may be relevant.

Third Party Statements and Information

Sarissa has neither sought nor obtained the consent from any other third party to use any statements or information contained herein that have been obtained or derived from statements made or published by such third parties, nor has it paid for any such statements. Any such statements or information should not be viewed as indicating the support of such third parties for the views expressed herein. Sarissa does not endorse third-party estimates or research that are used on this website solely for illustrative purposes. No warranty is made that data or information, whether derived or obtained from filings made with the SEC or any other regulatory agency or from any third party, is accurate. Past performance is not an indication of future results.

This website may contain links to articles and/or videos (collectively, "Media"). The view and opinions expressed in such Media are those of the author(s)/speaker(s) referenced or quoted in such Media and, unless specifically noted otherwise, do not necessarily represent the opinions of Sarissa.

Cautionary Statement Regarding Forward-Looking Statements

Some of the materials on this website contain forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessarily depend on future events are forward-looking, and the words "anticipate," "believe," "expect," "potential," "could," "opportunity," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. The statements contained herein that are not historical facts are based on current expectations, speak only as of the date of these materials and involve risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by such statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of Sarissa. Although Sarissa believes that the assumptions underlying the forward-looking statements are reasonable as of the date of these materials, any of the assumptions could be inaccurate and therefore, there can be no assurance that the forward-looking statements included herein will prove to be accurate and therefore actual results could differ materially from those set forth in, contemplated by, or underlying those forward-looking statements. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or that the objectives and strategic initiatives expressed or implied by such forward-looking statements will be achieved. Except to the extent required by applicable law, Sarissa will not undertake and specifically declines any obligation to disclose the results of any revisions that may be made to any projected results or forward-looking statements herein to reflect events or circumstances after the date of such projected results or statements or to reflect the occurrence of anticipated or unanticipated events.

Concerning Intellectual Property

All registered or unregistered service marks, trademarks and trade names referred to on this website are the property of their respective owners, and Sarissa's use herein does not imply an affiliation with or endorsement by the owners of these service marks, trademarks and trade names.

Additional Information

Sarissa Capital Management LP (“Sarissa Capital”), together with other participants, filed a definitive proxy statement and an accompanying **BLUE** universal proxy card with the SEC on June 2, 2023, in connection with the solicitation of shareholders of the Company for the 2023 annual general meeting of shareholders (the “Annual Meeting”). Shareholders are advised to read the definitive proxy statement and other documents related to the Annual Meeting as they contain important information.

The definitive proxy statement and other relevant documents are available at no charge on the SEC’s website at www.sec.gov. The definitive proxy statement and other relevant documents are also available at no charge by directing a request to Sarissa Capital’s proxy solicitor, D.F. King & Co., Inc., 48 Wall Street, New York, New York 10005 (Shareholders can call toll-free: (866) 207-3648).