

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **January 13, 2014 (January 10, 2014)**

**ALKERMES PUBLIC LIMITED COMPANY**

(Exact Name of Registrant as Specified in its Charter)

**Ireland**  
(State or Other Jurisdiction of  
Incorporation)

**00—35299**  
(Commission  
File Number)

**98-1007018**  
(I.R.S. Employer  
Identification No.)

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

(Zip Code)

Registrant's telephone number, including area code: **+353-1-772-8000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On January 10, 2014, Alkermes plc (the "Company") entered into a pricing term sheet (the "Purchase Agreement") with Invesco Perpetual Income Fund ("IPI Fund") and Invesco Perpetual High Income Fund ("IPHI Fund" and, together with IPI Fund, the "Funds"), acting through Invesco Asset Management Limited in its capacity as agent for and on behalf of the Funds, for the registered direct offering of 5,917,160 ordinary shares of the Company, \$0.01 par value (the "Shares"), at a purchase price of \$42.25 per Share. A copy of the Purchase Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Shares will be issued pursuant to a prospectus supplement filed with the Securities and Exchange Commission on January 13, 2014, in connection with a takedown from our shelf registration statement on Form S-3 (File no. 333-192256), which became effective on November 12, 2013.

The closing of the transaction is expected to occur on or about January 16, 2014.

The gross offering proceeds are expected to be approximately \$250 million, before deducting the estimated offering expenses. The Company's press release dated January 13, 2014 announcing the agreement to sell the Shares is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

Exhibit No.	Description
<b>10.1</b>	Pricing Term Sheet, dated as of January 10, 2014, by and between Alkermes plc and Invesco Perpetual Income Fund and Invesco Perpetual High Income Fund, acting through Invesco Asset Management Limited in its capacity as agent for and on behalf of such funds.
<b>99.1</b>	Press release of Alkermes plc, dated January 13, 2014.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ALKERMES PLC**

Date: January 13, 2014

By: /s/ James M. Frates  
James M. Frates  
Senior Vice President, Chief Financial Officer and Treasurer

**ALKERMES PUBLIC LIMITED COMPANY**  
**5,917,160 Ordinary Shares**

**Pricing Term Sheet**

Alkermes Public Limited Company hereby agrees to issue, and Invesco Perpetual Income Fund (“IPI Fund”) and Invesco Perpetual High Income Fund (“IPHI Fund”) and, together with IPI Fund, the “Funds”), acting through Invesco Asset Management Limited in its capacity as agent for and on behalf of the Funds, hereby agree to subscribe for and pay for, ordinary shares, US\$0.01 par value, of Alkermes plc (the “Ordinary Shares”) on the terms set forth below.

- **Issuer:** Alkermes Public Limited Company (“Alkermes”)
- **Investors:** IPI Fund  
IPHI Fund
- **Security:** Ordinary Shares
- **Number of shares offered:** 5,917,160
- **Shares to be outstanding after this offering:** 143,853,607 (based on ordinary shares outstanding as of close of business on January 8, 2014)
- **Price:** US\$42.25
- **NASDAQ Symbol:** ALKS
- **Pricing Date:** January 10, 2014
- **Settlement Date:** January 16, 2014
- **Use of Proceeds:** We intend to use net proceeds from the sale of the securities offered hereby for general corporate purposes.

Invesco represents and warrants that it is authorized to act on behalf of the Funds and that the Funds shall be jointly and severally liable to the Issuer in respect of all obligations under this Pricing Term Sheet. The Issuer acknowledges that (i) Invesco is acting at all times as agent for and on behalf of the Funds and (ii) Invesco shall have no liability as principal to acquire and pay for the Ordinary Shares agreed to be acquired by the Funds hereunder.

Accepted and agreed as of January 10, 2014.

**ALKERMES PUBLIC LIMITED COMPANY**

By: /s/ Shane Cooke  
 Name: Shane Cooke  
 Title: President

**INVESCO PERPETUAL INCOME FUND**

By: /s/ Nick Mustoe  
 Invesco Asset Management Limited, in its  
 capacity as agent for and on behalf of Invesco  
 Perpetual Income Fund

Name: Nick Mustoe

Title: Director

**INVESCO PERPETUAL HIGH INCOME FUND**

By: /s/ Nick Mustoe  
 Invesco Asset Management Limited, in its  
 capacity as agent for and on behalf of Invesco  
 Perpetual High Income Fund

Name: Nick Mustoe

Title: Director

Alkermes has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (“SEC”) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents, including its memorandum and articles of association, which Alkermes has filed with the SEC for more complete information about Alkermes and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Alkermes will arrange to send you the prospectus if you request it by calling +1 (781) 609-6000.

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**Alkermes Contacts:**

For Investors: Rebecca Peterson, +1 781 609 6378

For Media: Jennifer Snyder, +1 781 609 6166

**INVESCO PERPETUAL FUNDS TO MAKE \$250 MILLION DIRECT INVESTMENT IN ALKERMES' ORDINARY SHARES**

**DUBLIN, Ireland, Jan. 13, 2014** — Alkermes plc (NASDAQ: ALKS) (Alkermes) today announced that it has entered into a definitive purchase agreement with Invesco Perpetual Income Fund and Invesco Perpetual High Income Fund for the sale of 5,917,160 ordinary shares of Alkermes at a price of \$42.25 per share through a registered direct offering, representing approximately 4% of Alkermes' fully diluted shares outstanding. The transaction is expected to provide gross proceeds of \$250 million to Alkermes before deducting costs associated with the offering. These proceeds will be used for general corporate purposes. The parties expect to close the transaction on or about Jan. 16, 2014.

The ordinary shares offered by Alkermes in this transaction will be issued pursuant to its existing shelf registration statement on Form S-3, which was declared effective by the Securities and Exchange Commission (SEC) on Nov. 12, 2013, and is available on the SEC's website at [www.sec.gov](http://www.sec.gov). Ondra Partners provided advisory services to Alkermes in connection with this transaction.

Copies of the prospectus and the accompanying base prospectus relating to this sale may be obtained by request to: Alkermes plc, Attn: Corporate Communications Department, 852 Winter Street, Waltham, MA 02451.

This press release shall not constitute an offer to sell, nor the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state or jurisdiction.

**About Alkermes**

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

**Note Regarding Forward-Looking Statements**

Certain statements set forth above may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Although the company believes that such statements are based on reasonable assumptions within the bounds of its knowledge of its business and operations, the forward-looking statements are neither promises nor guarantees. The company's business and the other matters discussed by such forward-looking statements are subject to significant risk and uncertainties, and there can be no assurance that actual results or events will not differ materially from its expectations. These risks and uncertainties include the risks described in the company's filings with the SEC and which are available at the SEC's website at [www.sec.gov](http://www.sec.gov). The information contained in this press release is provided by the company as of the date hereof and, except as required by law, the company disclaims any intention or responsibility for updating any forward-looking information contained in this press release.

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