
**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

June 13, 2025
Date of Report (Date of Earliest Event Reported)

Mallinckrodt plc
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction
of incorporation)

001-35803
(Commission
File Number)

98-1088325
(IRS Employer
Identification No.)

**College Business & Technology Park, Cruiserath,
Blanchardstown, Dublin 15, Ireland**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: +353 1 696 0000

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act: None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company
 - If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 13, 2025, Mallinckrodt plc (“Mallinckrodt”), held special court-ordered meetings of shareholders (the “Court Meetings”) and an extraordinary general meeting of shareholders (the “Extraordinary General Meeting”), in each case relating to the pending merger transaction with Endo, Inc. (“Endo”) pursuant to the Transaction Agreement, dated as of March 13, 2025 (as amended on April 23, 2025 and as may be amended, modified or supplemented from time to time) by and among Mallinckrodt, Endo and Salvare Merger Sub LLC (“Merger Sub”), a wholly owned subsidiary of Mallinckrodt (such agreement, the “Transaction Agreement”). The Transaction Agreement provides that (i) the articles of association of Mallinckrodt will be amended by means of a scheme of arrangement under Irish law (the “scheme” or the “scheme of arrangement”), which requires shareholder approval and sanction from the High Court of Ireland; (ii) subject to and conditional upon the scheme of arrangement becoming effective, the memorandum of association of Mallinckrodt and articles of association of Mallinckrodt will be further amended, which requires shareholder approval at the Extraordinary General Meeting; and (iii) Merger Sub will merge with and into Endo, with Endo surviving the merger as a wholly owned subsidiary of Mallinckrodt.

As of the close of business (Eastern Time in the United States) on April 29, 2025, the record date for the shareholders entitled to vote at the Court Meetings and the Extraordinary General Meeting, there were a total of 19,736,759 issued Mallinckrodt ordinary shares (excluding treasury shares). A quorum was present at each of the Court Meetings and the Extraordinary General Meeting.

Each applicable class of shareholders approved the scheme of arrangement at their respective Court Meetings. Each resolution proposed at the Extraordinary General Meeting was approved by the requisite vote of Mallinckrodt’s shareholders.

The final results of voting on each of the items submitted to a vote of Mallinckrodt’s shareholders at the Court Meetings and the Extraordinary General Meeting are as follows. There were no broker non-votes with respect to any of the resolutions that were proposed at the Court Meetings or the Extraordinary General Meeting.

Further information about the matters presented at the Court Meetings and the Extraordinary General Meeting can be found in Mallinckrodt’s registration statement on Form S-4 (Registration File No. 333-286694).

Court Meetings

1. First List Shareholders' Court Meeting: To approve the scheme of arrangement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
5,606,701	0	0

In addition, of the 49 shareholders voting on the resolution, 49 shareholders or 100% of those voting voted in favor of the resolution and 0% of those voting voted against the resolution.

2. Second Designator Shareholders' Court Meeting: To approve the scheme of arrangement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
4,088,009	0	0

In addition, of the 63 shareholders voting on the resolution, 63 shareholders or 100% of those voting voted in favor of the resolution and 0% of those voting voted against the resolution.

3. Third Designator Shareholders' Court Meeting: To approve the scheme of arrangement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
855,054	0	0

In addition, of the 13 shareholders voting on the resolution, 13 shareholders or 100% of those voting voted in favor of the resolution and 0% of those voting voted against the resolution.

4. Non-Designated Shareholders' Court Meeting: To approve the scheme of arrangement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
6,360,815	0	0

In addition, of the 158 shareholders voting on the resolution, 158 shareholders or 100% of those voting voted in favor of the resolution and 0% of those voting voted against the resolution.

Extraordinary General Meeting

Resolution	For	Against	Abstain
<u>Resolution 1</u> : Approve the scheme of arrangement and authorize the directors of Mallinckrodt to take all such actions as they consider necessary or appropriate for carrying the scheme of arrangement into effect.	16,911,610	0	0
<u>Resolution 2</u> : Approve, subject to and conditional upon the scheme of arrangement becoming effective, the amendment to the Article 6 of the existing Mallinckrodt articles of association pursuant to the scheme.	16,911,610	0	0
<u>Resolution 3</u> : Approve, subject to and conditional upon the adoption of Resolutions 1 and 2 and the scheme of arrangement becoming effective, the variation and increase of Mallinckrodt's authorized share capital by the creation of a new class of preferred shares of 500,000,000 Preferred Shares of US\$0.01 each, such that post-completion the authorized share capital of Mallinckrodt shall be US\$10,000,000 and €25,000 divided into 500,000,000 Ordinary Shares of US\$0.01 each, 500,000,000 Preferred Shares of US\$0.01 each and 25,000 Ordinary A Shares of €1.00 each.	16,911,610	0	0

<u>Resolution 4</u> : Approve, subject to the approval of Resolutions 1, 2 and 3, and the scheme of arrangement becoming effective, the amendment to Clause 4 of Mallinckrodt's memorandum of association to reflect the variation and increase in Mallinckrodt's authorized share capital pursuant to Resolution 3.	16,911,610	0	0
<u>Resolution 5</u> :			
<u>Resolution 5a</u> : approve, subject to and conditional upon the approval of Resolutions 1, 2, 3 and 4, and the scheme of arrangement becoming effective, and the approval of each of the following Resolutions 5(b)-(i), the adoption of each of the amendments to Mallinckrodt's articles of association set forth in Annex I of the joint proxy statement/prospectus as the new Mallinckrodt articles of association, in substitution for and to the exclusion of the articles of association of Mallinckrodt;	16,911,610	0	0
<u>Resolution 5b</u> : approve, subject to and conditional upon the approvals of Resolutions 1, 2, 3 and 4, the scheme of arrangement becoming effective, and the approval of Resolutions 5(a), and 5(c)-(i), the amendment to certain provisions related to Mallinckrodt's capital structure including to remove non- statutory pre-emption rights and to introduce provisions related to the rights attaching to the Preferred Shares;	16,911,610	0	0
<u>Resolution 5c</u> : approve, subject to and conditional upon the approvals of Resolutions 1, 2, 3 and 4, the scheme of arrangement becoming effective, and the approval of Resolutions 5(a)-(b), and 5(d)-(i), the amendments to the provisions regarding dealings in transfers and registration of Mallinckrodt shares;	16,911,610	0	0
<u>Resolution 5d</u> : approve, subject to and conditional upon the approvals of Resolutions 1, 2, 3 and 4, the scheme of arrangement becoming effective, and the approval of Resolutions 5(a)-(c), and 5(e)-(i), the amendments to the provisions regarding Mallinckrodt shareholder meetings;	16,911,610	0	0
<u>Resolution 5e</u> : approve, subject to and conditional upon the approvals of Resolutions 1, 2, 3 and 4, the scheme of arrangement becoming effective, and the approval of Resolutions 5(a)-(d), and 5(f)-(i), the amendments to the provisions regarding transactions involving Mallinckrodt;	16,911,610	0	0

<u>Resolution 5f</u> : approve, subject to and conditional upon the approvals of Resolutions 1, 2, 3 and 4, the scheme of arrangement becoming effective, and the approval of Resolutions 5(a)-(e), and 5(g)-(i), the amendments to the provisions regarding proceedings of Mallinckrodt directors;	16,911,610	0	0
<u>Resolution 5g</u> : approve, subject to and conditional upon the approvals of Resolutions 1, 2, 3 and 4, the scheme of arrangement becoming effective, and the approval of Resolutions 5(a)-(f), and 5(h)-(i), the amendments to the provisions regarding appointment and removal of Mallinckrodt directors;	16,911,610	0	0
<u>Resolution 5h</u> : approve, subject to and conditional upon the approvals of Resolutions 1, 2, 3 and 4, the scheme of arrangement becoming effective, and the approval of Resolutions 5(a)-(g), and 5(i), the removal of information rights and board observer; and	16,911,610	0	0
<u>Resolution 5i</u> : approve, subject to and conditional upon the approvals of Resolutions 1, 2, 3 and 4, the scheme of arrangement becoming effective, and the approval of Resolutions 5(a)-(h), certain other miscellaneous changes.	16,911,610	0	0
<u>Resolution 6</u> :			
<u>Resolution 6a</u> : approve, subject to and with the consent of the Irish High Court, the cancellation and extinguishment of the entire amount (or such lesser amount as the directors of Mallinckrodt or the Irish High Court may determine) standing to the credit of Mallinckrodt's share premium account as at the date of the joint proxy statement/prospectus such that the reserve resulting from such cancellation be treated as profits available for distribution as defined by section 117 of the Irish Companies Act;	16,911,610	0	0
<u>Resolution 6b</u> : approve, subject to the adoption of Resolution 6(a), authorizing each director, secretary or executive officer of Mallinckrodt, to proceed to seek the confirmation of the Irish High Court to a reduction of company capital by the pre-merger authorized amount.	16,911,610	0	0
<u>Resolution 7</u> :			
<u>Resolution 7a</u> : approve, subject to and with the consent of the Irish High Court, the cancellation and extinguishment of the entire amount (or such lesser amount as the directors of Mallinckrodt or the Irish High Court may determine) standing to the credit of Mallinckrodt's share premium account following the closing of the transaction, such that the reserve resulting from such cancellation be treated as profits available for distribution as defined by section 117 of the Irish Companies Act;	16,911,610	0	0

<u>Resolution 7b</u> : approve, subject to the adoption of Resolution 7(a), authorizing each director, secretary or executive officer of Mallinckrodt, to proceed to seek the confirmation of the Irish High Court to a reduction of company capital by the authorized amount.	16,911,610	0	0
<u>Resolution 8</u> : Approve the amended and restated registration rights agreement for administrative purposes and in preparation for the potential future listing of Mallinckrodt ordinary shares on the New York Stock Exchange.	16,911,610	0	0
<u>Resolution 9</u> : Approve any motion by the chair to adjourn the Extraordinary General Meeting, or any adjournments thereof, to another time and place if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the Extraordinary General Meeting to approve Resolutions 1 through 8.	16,911,610	0	0

Because the Extraordinary General Meeting resolutions were approved by the requisite votes, no adjournment of the Extraordinary General Meeting was necessary.

Item 8.01 Other Events.

On June 13, 2025, Mallinckrodt issued a joint press release with Endo announcing the results of their respective special meetings of shareholders. A copy of the joint press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.
(d) *Exhibits*

Exhibit Number	Description
99.1	Joint Press Release, dated June 13, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

MALLINCKRODT PLC

Date: June 13, 2025

By: /s/ Mark Tyndall

Name: Mark Tyndall

Title: *Executive Vice President and Chief Legal Officer & Corporate Secretary*

Mallinckrodt and Endo Shareholders Approve Combination to Create a Global, Scaled, Diversified Pharmaceuticals Leader

Mallinckrodt to Apply to Irish High Court for Approval of Scheme of Arrangement

DUBLIN and MALVERN, Pa., June 13, 2025 /PRNewswire/ – Mallinckrodt plc (“Mallinckrodt”) and Endo, Inc. (OTCQX: NDOI) (“Endo”) today announced that their respective shareholders have provided the necessary shareholder approvals for the companies to combine in a stock and cash transaction that will create a global, scaled, diversified pharmaceuticals leader.

With the necessary shareholder approval for the Mallinckrodt scheme of arrangement having been obtained, Mallinckrodt will now apply to the Irish High Court to confirm the scheme of arrangement. The timing of the court hearing and the decision to approve the scheme are subject to the High Court’s discretion. Subject to having the sanction hearing in July and to satisfaction of the remaining closing conditions, Mallinckrodt and Endo are targeting completing the merger in the weeks following the sanction hearing.

Mallinckrodt’s headquarters in Dublin, Ireland, will serve as the combined company’s global headquarters following the close of the transaction.

“We are pleased that our respective shareholders recognize the opportunity in combining these two essential pharmaceuticals organizations to accelerate value creation for our shareholders, customers, and employees, for the ultimate benefit of the patients we serve,” said Siggí Olafsson, President and Chief Executive Officer of Mallinckrodt, who will also serve as the President and CEO of the combined company.

As initially announced on March 13, Mallinckrodt and Endo plan to combine their generic pharmaceuticals businesses and Endo’s sterile injectables business after the close of the transaction and to separate that business from the combined company at a later date. The separation would be subject to approval by the combined company’s Board of Directors and other conditions.

“This milestone marks an important step forward in the combination of two highly complementary companies. As we move toward the merger and planned separation of the sterile injectables and generics businesses, we are positioning to deliver improved product portfolios to patients and drive sustainable long-term value for our shareholders and stakeholders,” said Scott Hirsch, Interim CEO of Endo.

Advisors

Lazard is serving as Mallinckrodt's financial advisor; Wachtell, Lipton, Rosen & Katz is serving as lead counsel; and Hogan Lovells and Arthur Cox are also serving as legal counsel to Mallinckrodt. Goldman Sachs & Co. LLC is serving as Endo's financial advisor; Davis Polk & Wardwell LLP is serving as lead counsel; and Paul, Weiss, Rifkind, Wharton & Garrison LLP and A&L Goodbody LLP are also serving as legal counsel to Endo.

About Mallinckrodt

Mallinckrodt is a global business consisting of multiple wholly owned subsidiaries that develop, manufacture, market and distribute specialty pharmaceutical products and therapies. The Company's Specialty Brands reportable segment's areas of focus include autoimmune and rare diseases in specialty areas like neurology, rheumatology, hepatology, nephrology, pulmonology and ophthalmology; neonatal respiratory critical care therapies; and gastrointestinal products. Its Specialty Generics reportable segment includes specialty generic drugs and active pharmaceutical ingredients. To learn more about Mallinckrodt, visit www.mallinckrodt.com.

Mallinckrodt uses its website as a channel of distribution of important company information, such as press releases, investor presentations and other financial information. It also uses its website to expedite public access to time-critical information regarding the Company in advance of or in lieu of distributing a press release or a filing with the U.S. Securities and Exchange Commission ("SEC") disclosing the same information. Therefore, investors should look to the Investor Relations page of the website for important and time-critical information. Visitors to the website can also register to receive automatic e-mail and other notifications alerting them when new information is made available on the Investor Relations page of the website.

About Endo

Endo is a diversified pharmaceutical company boldly transforming insights into life-enhancing therapies. Our passionate team members collaborate to develop and deliver these essential medicines. Together, we are committed to helping everyone we serve live their best life. Learn more at www.endo.com or connect with us on LinkedIn.

Mallinckrodt Contacts

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Information Regarding Forward-Looking Statements

Statements in this communication that are not strictly historical may be “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995, and involve a number of risks and uncertainties.

There are a number of important factors that could cause actual events to differ materially from those suggested or indicated by such forward-looking statements and you should not place undue reliance on any such forward-looking statements. These factors include risks and uncertainties related to, among other things:

- (i) transaction-related risks, including the parties' ability to successfully integrate our business and Endo's business and unanticipated costs of such integration, which may result in the combined company not operating as effectively and efficiently as expected; uncertainties related to a future separation of the combined generics pharmaceuticals businesses of Mallinckrodt and Endo and Endo's sterile injectables business; the risk that the expected benefits and synergies of the proposed transactions may not be fully realized in a timely manner, or at all; uncertainty regarding the timing of the closing of the proposed business combination transaction; the risk that the conditions to the proposed business combination transaction may not be satisfied (or waived to the extent permitted by law) on a timely basis or at all or the failure of the proposed business combination transaction to close for any other reason or to close on the anticipated terms, including the intended tax treatment; the occurrence of any event, change or other circumstance that could give rise to the termination of the proposed business combination transaction; unanticipated difficulties, liabilities or expenditures relating to the proposed transactions; the effect of the announcement, pendency or completion of the proposed transactions on the parties' business relationships and business operations generally; certain restrictions on the ability of Mallinckrodt and Endo to pursue certain business activities or strategic transactions during the pendency of the proposed business combination transaction; the effect of the announcement, pendency or completion of the proposed transactions on the long-term value of Mallinckrodt's ordinary shares and Endo's common stock; risks that the proposed transactions may disrupt current plans and operations of Mallinckrodt and Endo and their respective management teams and potential difficulties in hiring, retaining and motivating employees as a result of the proposed transactions; risks related to our increased indebtedness as a result of the proposed business combination transaction; significant transaction costs related to the proposed business combination transaction; potential litigation relating to the proposed transactions that could be instituted against Mallinckrodt, Endo or their respective officers or directors; rating agency actions and Mallinckrodt's and Endo's ability to access short- and long-term debt markets on a timely and affordable basis; and risks related to the financing in connection with the transaction;
- (ii) risks related to Mallinckrodt's business, including potential changes in Mallinckrodt's business strategy and performance; Mallinckrodt's initiative to explore a variety of potential divestiture, financing and other transactional opportunities; the exercise of contingent value rights by the Opioid Master Disbursement Trust II (the "Trust"); governmental investigations and inquiries, regulatory actions, and lawsuits, in each case related to Mallinckrodt or its officers; Mallinckrodt's contractual and court-ordered compliance obligations that, if violated, could result in penalties; compliance with and restrictions under the global settlement to resolve all opioid-related claims; matters related to Acthar Gel, including the settlement with governmental parties to resolve certain disputes and compliance with and restrictions under the related corporate integrity agreement; the ability to maintain relationships with Mallinckrodt's suppliers, customers, employees and other third parties following the emergence from the 2023 bankruptcy proceedings; scrutiny from governments, legislative bodies and enforcement agencies related to sales, marketing and pricing practices; pricing pressure on certain of Mallinckrodt's products due to legal changes or changes in insurers' or other payers' reimbursement practices resulting from recent increased public scrutiny of healthcare and pharmaceutical costs; the reimbursement practices of governmental health administration authorities, private health coverage insurers and other third-party payers; complex reporting and payment obligations under the Medicare and Medicaid rebate programs and other governmental purchasing and rebate programs; cost containment efforts of customers, purchasing groups, third-party payers and governmental organizations; changes in or failure to comply with relevant laws and regulations; any undesirable side effects caused by Mallinckrodt's approved and investigational products, which could limit their commercial profile or result in other negative consequences; Mallinckrodt's and its partners' ability to successfully develop, commercialize or launch new products or expand commercial opportunities of existing products, including Acthar Gel (repository corticotropin injection) SelfJect™ and the INomax Evolve DS delivery system; Mallinckrodt's ability to successfully identify or discover additional products or product candidates; Mallinckrodt's ability to navigate price fluctuations and pressures, including the ability to achieve anticipated benefits of price increases of its products; competition; Mallinckrodt's ability to protect intellectual property rights, including in relation to ongoing and future litigation; limited clinical trial data for Acthar Gel; the timing, expense and uncertainty associated with clinical studies and related regulatory processes; product liability losses and other litigation liability; material health, safety and environmental laws and related liabilities; business development activities or other strategic transactions; attraction and retention of key personnel; the effectiveness of information technology infrastructure, including risks of external attacks or failures; customer concentration; Mallinckrodt's reliance on certain individual products that are material to its financial performance; Mallinckrodt's ability to receive sufficient procurement and production quotas granted by the U.S. Drug Enforcement Administration; complex manufacturing processes; reliance on third-party manufacturers and supply chain providers and related market disruptions; conducting business internationally; Mallinckrodt's significant levels of intangible assets and related impairment testing; natural disasters or other catastrophic events; Mallinckrodt's substantial indebtedness and settlement obligation, its ability to generate sufficient cash to reduce its indebtedness and its potential need and ability to incur further indebtedness; restrictions contained in the agreements governing Mallinckrodt's indebtedness and settlement obligation on Mallinckrodt's operations, future financings and use of proceeds; Mallinckrodt's variable rate indebtedness; Mallinckrodt's tax treatment by the Internal Revenue Service under Section 7874 and Section 382 of the Internal Revenue Code of 1986, as amended; future changes to applicable tax laws or the impact of disputes with governmental tax authorities; the impact of Irish laws; the impact on the holders of Mallinckrodt's ordinary shares if Mallinckrodt were to cease to be a reporting company in the United States; the comparability of Mallinckrodt's post-emergence financial results and the projections filed with the Bankruptcy Court; and the lack of comparability of Mallinckrodt's historical financial statements and information contained in its financial statements after the adoption of fresh-start accounting following emergence from the 2023 bankruptcy proceedings; and

- (iii) risks related to Endo's business, including future capital expenditures, expenses, revenues, economic performance, financial conditions, market growth and future prospects; Endo changes in competitive, market or regulatory conditions; changes in legislation or regulations; global political changes, including those related to the new U.S. presidential administration; Endo's use of artificial intelligence and data science; the ability to obtain and maintain adequate protection for intellectual property rights; the impacts of competition such as those related to XIAFLEX®; the timing and uncertainty of the results of both the research and development and regulatory processes; health care and cost containment reforms, including government pricing, tax and reimbursement policies; litigation; the performance including the approval, introduction and consumer and physician acceptance of current and new products; the performance of third parties upon whom Endo relies for goods and services; issues associated with Endo's supply chain; Endo's ability to develop and expand its product pipeline and to launch new products and to continue to develop the market for XIAFLEX® and other branded, sterile injectable or generic products; the effectiveness of advertising and other promotional campaigns; and the timely and successful implementation of business development opportunities and/or any other strategic priorities.

The Registration Statement on Form S-4 filed with the SEC describes additional risks in connection with the proposed transaction. While the list of factors presented here is, and the list of factors presented in the Registration Statement on Form S-4 are, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. For additional information about other factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to Mallinckrodt's most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, and other filings with the SEC, which are available from the SEC's website (www.sec.gov) and Mallinckrodt's website (www.mallinckrodt.com) and Endo's most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q and other filings with the SEC, which are available from the SEC's website (www.sec.gov) and Endo's website (www.endo.com). There may be other risks and uncertainties that we are unable to predict at this time or that we currently do not expect to have a material adverse effect on our business.

The forward-looking statements made herein speak only as of the date hereof and Mallinckrodt and Endo do not assume any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments or otherwise, except as required by law. Given these uncertainties, one should not put undue reliance on any forward-looking statements.

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