AbbVie Inc.
Form 424B5
May 11, 2016

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-203677

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)(2)
$1,800,000,000 2.300% Senior Notes due 2021	$1,800,000,000	99.826%	$1,796,868,000	$180,944.61
$1,000,000,000 2.850% Senior Notes due 2023	$1,000,000,000	99.987%	$999,870,000	$100,686.91
$2,000,000,000 3.200% Senior Notes due 2026	$2,000,000,000	99.618%	$1,992,360,000	$200,630.65
$1,000,000,000 4.300% Senior Notes due 2036	$1,000,000,000	99.455%	$994,550,000	$100,151.19
$2,000,000,000 4.450% Senior Notes due 2046	$2,000,000,000	99.328%	$1,986,560,000	$200,046.59

(1) Pursuant to Rule 457(r), the total registration fee for this offering is $782,459.95.

(2) $782,459.95 of unused registration fee associated with the Registration Statement on Form S-4 (No. 333-198286) of AbbVie Private Limited, a wholly owned subsidiary of AbbVie Inc., filed on August 21, 2014 (later terminated by withdrawal letter on October 22, 2014), is being carried forward, of which $782,459.95 is set off against the registration fee due for this offering and of which $10,466,807.85 remains available for future registration fees. No additional registration fee has been paid with respect to this offering.

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PROSPECTUS SUPPLEMENT
(To Prospectus dated April 27, 2015)

AbbVie Inc.

$1,800,000,000 2.300% SENIOR NOTES DUE 2021
$1,000,000,000 2.850% SENIOR NOTES DUE 2023
$2,000,000,000 3.200% SENIOR NOTES DUE 2026
$1,000,000,000 4.300% SENIOR NOTES DUE 2036
$2,000,000,000 4.450% SENIOR NOTES DUE 2046

Interest on each series of Notes payable on May 14 and November 14 of each year, commencing November 14, 2016.

AbbVie Inc., a Delaware corporation (the "Company" or the "Issuer"), is offering $1,800,000,000 aggregate principal amount of its 2.300% senior notes due 2021 (the "2021 Notes"), $1,000,000,000 aggregate principal amount of its 2.850% senior notes due 2023 (the "2023 Notes"), $2,000,000,000 aggregate principal amount of its 3.200% senior notes due 2026 (the "2026 Notes"), $1,000,000,000 aggregate principal amount of its 4.300% senior notes due 2036 (the "2036 Notes") and $2,000,000,000 aggregate principal amount of its 4.450% senior notes due 2046 (the "2046 Notes" and together with the 2021 Notes, the 2023 Notes, the 2026 Notes and the 2036 Notes, the "Notes"). Each of the 2021 Notes, the 2023 Notes, the 2026 Notes, the 2036 Notes and the 2046 Notes is referred to as a "series" of Notes.

The Notes will be unsecured, unsubordinated obligations of the Company and will rank equally in right of payment with all of the Company's existing and future unsecured, unsubordinated indebtedness. The Notes will be issued in minimum denominations of $2,000 and in integral multiples of $1,000 in excess thereof. The Notes will not be listed on any securities exchange. Currently there is no public market for any series of the Notes.

The Company intends to use the net proceeds of this offering to fund the cash component of the acquisition consideration in connection with the acquisition of Stemcentrx, Inc., as described in this prospectus supplement, to finance the repurchase from time to time of shares of the Company's common stock for cash in connection with the Stemcentrx acquisition (as defined herein), whether pursuant to an accelerated share repurchase program or otherwise and regardless of whether consummated substantially concurrently with or following the consummation of the Stemcentrx acquisition, to repay the Company's outstanding term loan maturing in November 2016, and the remainder, if any, for general corporate purposes.

This offering is not contingent on the consummation of the Stemcentrx acquisition. However, if (x) the consummation of the Stemcentrx acquisition does not occur on or before October 22, 2016 or (y) the Company notifies the Trustee (as defined herein) in respect of the Notes that the merger agreement (as defined herein) has been terminated in accordance with its terms prior to the consummation of the Stemcentrx acquisition, the Company will be required to redeem all of the Notes of each series at a redemption price equal to 101% of their principal amount plus accrued and unpaid interest, if any, to, but excluding the special mandatory redemption date (as defined herein). See "Description of Notes Special Mandatory Redemption." AbbVie may redeem some or all of each series of Notes at any time at redemption prices described in this prospectus supplement under the caption "Description of Notes Optional Redemption."

Investing in the Notes involves risks. Please read "Risk Factors" included or incorporated by reference herein, as described beginning on page S-17 of this prospectus supplement.

	Public offering price(1)	Underwriting discounts	Proceeds, before expenses, to us
Per 2021 Note	99.826%	0.350%	99.476%
Per 2023 Note	99.987%	0.400%	99.587%
Per 2026 Note	99.618%	0.450%	99.168%
Per 2036 Note	99.455%	0.875%	98.580%
Per 2046 Note	99.328%	0.875%	98.453%
Total	$7,770,208,000	$45,550,000	$7,724,658,000

(1) Plus accrued interest from, and including, May 12, 2016, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the Notes to purchasers in book-entry form only through the facilities of the Depository Trust Company for the benefit of its participants, including Euroclear and Clearstream, Luxembourg on or about May 12, 2016.

Joint Book-Running Managers

BofA Merrill Lynch **J.P. Morgan**
Barclays **Deutsche Bank Securities**

BNP PARIBAS **HSBC** **SOCIETE GENERALE**

Co-Managers

Credit Suisse **Goldman, Sachs & Co.** **Mizuho Securities** **MUFG**

RBC Capital Markets **Santander** **Standard Chartered Bank** **Wells Fargo Securities**

DNB Markets **Lloyds Securities** **Loop Capital Markets**

The Williams Capital Group, L.P. **US Bancorp**

May 9, 2016

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ABOUT THIS PROSPECTUS SUPPLEMENT

On April 27, 2015, we filed with the SEC a registration statement on Form S-3 utilizing a shelf registration process relating to the securities described in this prospectus supplement, which became effective upon filing.

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the Notes we are offering and certain other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about debt securities that we may offer from time to time, some of which may not apply to the Notes we are offering. The rules of the SEC allow us to incorporate by reference information into this prospectus supplement. This information incorporated by reference is considered to be a part of this prospectus supplement, and information that we file later with the SEC, to the extent incorporated by reference, will automatically update and supersede this information. See "Information Incorporated by Reference." You should read this prospectus supplement along with the accompanying prospectus, as well as the documents incorporated by reference. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

On April 25, 2016, the Company entered into a definitive agreement to acquire Stemcentrx, Inc. We refer to Stemcentrx, Inc. and its subsidiaries as "Stemcentrx." For purposes hereof, "Stemcentrx acquisition" or the "acquisition of Stemcentrx" means the acquisition of Stemcentrx, Inc. pursuant to the merger agreement (as defined below). Except as specifically noted, the descriptions herein of the businesses of AbbVie and Stemcentrx generally describe the businesses as they exist as of the date of this prospectus supplement and do not assume that the Stemcentrx acquisition has been consummated.

We have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference into this prospectus supplement or the accompanying prospectus. You must not rely upon any information or representation not contained or incorporated by reference into this prospectus supplement or the accompanying prospectus. This prospectus supplement and accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the Notes offered hereby, nor do this prospectus supplement and accompanying prospectus constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus supplement and accompanying prospectus is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus supplement and accompanying prospectus is delivered or securities are sold on a later date.

Except as otherwise provided herein, as used in this prospectus supplement, the terms "Issuer" and "Company" refer to AbbVie Inc., a Delaware corporation, and not to any of its subsidiaries; and "AbbVie," "we," "us" and "our" refer to AbbVie Inc. and its consolidated subsidiaries.

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WHERE TO OBTAIN MORE INFORMATION

We have filed with the SEC a registration statement on Form S-3 with respect to the securities offered hereby. This prospectus supplement does not contain all the information set forth in the registration statement, parts of which are omitted in accordance with the rules and regulations of the SEC. For further information with respect to us and the securities offered hereby, reference is made to the registration statement.

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room in Washington, D.C., located at 100 F Street, N.E. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our SEC filings are also available to the public over the Internet from the SEC's website at www.sec.gov, or our website at www.abbvie.com. **Our website and the information contained therein or connected thereto shall not be deemed to be incorporated into this prospectus supplement or registration statement of which this prospectus supplement forms a part and you should not rely on any such information in making your investment decision**.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede information included or previously incorporated by reference into this prospectus supplement from the date we file the document containing such information. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. Except to the extent furnished and not filed with the SEC pursuant to Item 2.02 or Item 7.01 of Form 8-K or as otherwise permitted by the SEC rules, we incorporate by reference the documents listed below and any future filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, and such documents shall be deemed to be incorporated by reference into this prospectus supplement and to be a part of this prospectus supplement from the respective dates of filing thereof.

The documents we incorporate by reference into this prospectus supplement are:

1. AbbVie's Annual Report on Form 10-K for the year ended December 31, 2015 (including the information in Part III incorporated by reference from the Company's Definitive Proxy Statement on Schedule 14A, filed on March 21, 2016);

2. AbbVie's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 filed on May 6, 2016; and

3. AbbVie's Current Reports on Form 8-K filed on February 22, 2016 and April 29, 2016, as amended by the Form 8-K/A filed on May 6, 2016.

Documents incorporated by reference are available from us, without charge, excluding all exhibits unless specifically incorporated by reference in the documents. You may obtain documents incorporated by reference into this prospectus supplement by writing to us at the following address or by calling us at the telephone number listed below:

AbbVie Inc.
1 North Waukegan Road
North Chicago, Illinois 60064
Attention: Investor Relations
(847) 932-7900
http://www.abbvieinvestor.com/

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INDUSTRY AND MARKET DATA

This prospectus supplement and the accompanying prospectus, and any document incorporated by reference into this prospectus supplement and the accompanying prospectus, may include industry and trade association data, forecasts and information that we have prepared based, in part, upon data, forecasts and information obtained from independent trade associations, industry publications and surveys and other information available to us. Some data are also based on our good-faith estimates, which are derived from management's knowledge of the industry and independent sources. Industry publications and surveys and forecasts generally state that the information contained in these materials has been obtained from sources believed to be reliable. Although we believe these sources are reliable, we have not independently verified the information. In certain of the markets in which we operate, it may be difficult to directly ascertain industry or market data. Unless otherwise noted, statements as to our market share and market position are approximated and based on management experience and estimates using the above-mentioned third-party data combined with our internal analysis and estimates. While we are not aware of any misstatements regarding our industry data presented in the applicable documents, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading "Risk Factors" in this prospectus supplement and the accompanying prospectus, as well as the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. Similarly, while we believe our internal research is reliable, such research has not been verified by any independent sources.

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FORWARD-LOOKING STATEMENTS

Some statements in this prospectus supplement, the accompanying prospectus, any free writing prospectus and the documents incorporated by reference into this prospectus supplement or the accompanying prospectus may be forward-looking statements for purposes of the Private Securities Litigation Reform Act of 1995. The words "believe," "expect," "anticipate," "project," and similar expressions, among others, generally identify forward-looking statements. AbbVie cautions that these forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward-looking statements. Such risks and uncertainties include, but are not limited to, challenges to intellectual property, competition from other products, difficulties inherent in the research and development process, adverse litigation or government action, and changes to laws and regulations applicable to our industry. Additional information about the economic, competitive, governmental, technological and other factors that may affect AbbVie's operations is set forth in Item 1A, "Risk Factors," in AbbVie's Annual Report on Form 10-K for the year ended December 31, 2015, which has been filed with the Securities and Exchange Commission and incorporated by reference into this prospectus supplement and the accompanying prospectus. AbbVie notes these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. AbbVie undertakes no obligation to release publicly any revisions to forward-looking statements as a result of subsequent events or developments, except as required by law. Please carefully review and consider the various disclosures made in this prospectus supplement and the accompanying prospectus and any free writing prospectus and documents incorporated by reference into this prospectus supplement or the accompanying prospectus that attempt to advise interested parties of the risks and factors that may affect our business, prospects and results of operations.

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SUMMARY

The following summary highlights information contained elsewhere in this prospectus supplement and the documents we incorporate by reference and is qualified in its entirety by the more detailed information and consolidated financial statements included elsewhere in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference into this prospectus supplement. This summary is not complete and may not contain all of the information that may be important to you. You should carefully read the following summary together with the entire prospectus supplement, including the "Risk Factors" section, the accompanying prospectus and our consolidated financial statements and notes to those statements, before making an investment decision.

Our Business

AbbVie Inc. is a global, research-based biopharmaceutical company. AbbVie develops and markets advanced therapies that address some of the world's most complex and serious diseases. AbbVie's products are focused on treating conditions such as chronic autoimmune diseases in rheumatology, gastroenterology and dermatology; oncology, including blood cancers; virology, including hepatitis C (HCV) and human immunodeficiency virus (HIV); neurological disorders, such as Parkinson's disease; metabolic diseases, including thyroid disease and complications associated with cystic fibrosis; as well as other serious health conditions. AbbVie also has a pipeline of promising new medicines across such important medical specialties as immunology, virology, oncology and neurology, with additional targeted investment in cystic fibrosis and women's health. AbbVie has approximately 28,000 employees and its products are generally sold worldwide.

Our Products

AbbVie's portfolio of products includes a broad line of therapies that address some of the world's most complex and serious diseases.

HUMIRA. HUMIRA (adalimumab) is a biologic therapy administered as a subcutaneous injection. It is approved to treat the following autoimmune diseases in the United States, Canada, and Mexico (collectively, North America), and in the European Union:

Condition	Principal Markets
Rheumatoid arthritis (moderate to severe)	North America, European Union
Psoriatic arthritis	North America, European Union
Ankylosing spondylitis	North America, European Union
Crohn's disease (moderate to severe)	North America, European Union
Plaque psoriasis (moderate to severe)	North America, European Union
Juvenile idiopathic arthritis	North America, European Union
Ulcerative colitis (moderate to severe)	United States, European Union
Axial spondyloarthropathy	United States, European Union
Pediatric Crohn's disease (severe)	United States, European Union
Hidradenitis Suppurativa	United States, European Union
Pediatric enthesitis-related arthritis	European Union

HUMIRA is also approved in over 60 other markets, including Japan, China, Brazil and Australia. HUMIRA was introduced to the market in January 2003. HUMIRA is AbbVie's largest product and accounted for approximately 61 percent of AbbVie's total net revenues in 2015. The United States composition of matter (that is, compound) patent covering adalimumab (which is sold under the trademark HUMIRA) is expected to expire in December 2016, and the equivalent European Union patent is expected to expire in the majority of European Union countries in October 2018. In addition, in the United States, non-composition of matter patents covering adalimumab expire no earlier than

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2022. In late 2015, Boehringer Ingelheim International GmbH and Boehringer Ingelheim Pharmaceuticals, Inc., as well as Coherus BioSciences Inc., filed petitions for *inter partes* review of certain of our method of use patents in the United States relating to HUMIRA. The first institution decision by the Patent Trial and Appeal Board is expected on or before May 18, 2016, with two additional institution decisions expected in June and July of 2016.

AbbVie continues to dedicate substantial research and development efforts to expanding indications for HUMIRA, including in the fields of rheumatology, gastroenterology (pediatric ulcerative colitis) and ophthalmology (uveitis). A regulatory application for uveitis has been filed in the United States. AbbVie continues to work on HUMIRA formulation and delivery enhancements to improve convenience and the overall patient experience.

IMBRUVICA. IMBRUVICA (ibrutinib) is a first-in-class, oral, once-daily therapy that inhibits a protein called Bruton's tyrosine kinase (BTK). IMBRUVICA is currently approved for the treatment of patients with chronic lymphocytic leukemia (CLL), CLL patients who have del 17p and patients with Waldenström's macroglobulinemia. IMBRUVICA is also approved for the treatment of patients with mantle cell lymphoma (MCL) who have received at least one prior therapy. Accelerated approval was granted for the MCL indication based on overall response rate. Continued approval for this indication may be contingent upon verification of clinical benefit in confirmatory trials. IMBRUVICA was one of the first medicines to receive a U.S. Food and Drug Administration (FDA) approval after being granted a Breakthrough Therapy Designation and IMBRUVICA is one of the few therapies to receive three separate designations.

HCV products. VIEKIRA PAK (ombitsavir, paritaprevir, and ritonavir tablets; dasabuvir tablets) is an all-oral, short-course, interferon-free therapy, with or without ribavirin, for the treatment of adult patients with genotype 1 chronic HCV, including those with compensated cirrhosis. VIEKIRA PAK was approved by the FDA in December 2014. In Europe, AbbVie's HCV treatment is marketed as VIEKIRAX+EXVIERA and is approved for use in patients with genotype 1 and genotype 4 HCV. The European Commission granted marketing authorization for this treatment in January 2015. In July 2015, the FDA approved AbbVie's TECHNIVIE (ombitasvir, paritaprevir and ritonavir) for use in combination with ribavirin for the treatment of adults with genotype 4 HCV infection in the United States.

Additional Virology products. AbbVie's additional virology products include KALETRA and Norvir for the treatment of HIV infection and Synagis for the prevention of respiratory syncytial virus (RSV) infection in high risk infants.

KALETRA. KALETRA (lopinavir/ritonavir), which is also marketed as Aluvia in emerging markets, is a prescription anti-HIV-1 medicine that contains two protease inhibitors: lopinavir and ritonavir. KALETRA is used with other anti-HIV-1 medications as a treatment that maintains viral suppression in people with HIV-1.

Norvir. Norvir (ritonavir) is a protease inhibitor that is indicated in combination with other antiretroviral agents for the treatment of HIV-1 infection.

Synagis. Synagis (palivizumab) is a product marketed by AbbVie outside of the United States that protects at-risk infants from severe respiratory disease caused by RSV.

Metabolics/Hormones products. Metabolic and hormone products target a number of conditions, including testosterone deficiency, exocrine pancreatic insufficiency and hypothyroidism. These products include:

AndroGel. AndroGel (testosterone gel) is a testosterone replacement therapy for males diagnosed with symptomatic low testosterone that is available in two strengths: 1 percent and 1.62 percent.

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Creon. Creon (pancrelipase) is a pancreatic enzyme therapy for exocrine pancreatic insufficiency, a condition that occurs in patients with cystic fibrosis, chronic pancreatitis, and several other conditions.

Synthroid. Synthroid (levothyroxine sodium tablets, USP) is used in the treatment of hypothyroidism.

AbbVie has the rights to sell AndroGel, Creon and Synthroid only in the United States.

Endocrinology products. Lupron (levprolide acetate), which is also marketed as Lucrin and Lupron Depot, is a product for the palliative treatment of advanced prostate cancer, treatment of endometriosis and central precocious puberty, and for the preoperative treatment of patients with anemia caused by uterine fibroids. Lupron is approved for daily subcutaneous injection and one-month, three-month, four-month and six-month intramuscular injection.

Other products. AbbVie's other products include the following:

Duopa and Duodopa (carbidopa and levodopa). AbbVie's levodopa-carbidopa intestinal gel for the treatment of advanced Parkinson's disease is marketed as Duopa in the United States and as Duodopa outside of the United States.

Anesthesia products. Sevoflurane (sold under the trademarks Ultane and Sevorane) is an anesthesia product that AbbVie sells worldwide for human use.

Dyslipidemia products. AbbVie's dyslipidemia products (TriCor (fenofibrate), Trilipix (fenofibric acid), and Niaspan (niacin extended-release)) address the range of metabolic conditions characterized by high cholesterol and/or high triglycerides.

Zemplar. Zemplar (paricalcitol) is a product sold worldwide for the treatment of secondary hyperparathyroidism associated with Stage 3, 4, and 5 chronic kidney disease (CKD).

Our Corporate Information

AbbVie was incorporated in Delaware on April 10, 2012. On January 1, 2013, AbbVie became an independent company as a result of the distribution by Abbott Laboratories ("Abbott") of 100 percent of the outstanding common stock of AbbVie to Abbott's shareholders. AbbVie's common stock began trading "regular-way" under the ticker symbol "ABBV" on the New York Stock Exchange on January 2, 2013.

AbbVie also maintains an Internet site at www.abbvie.com. AbbVie's website and the information contained therein or connected thereto shall not be deemed to be incorporated herein, and you should not rely on any such information in making an investment decision.

For information regarding the results of AbbVie's historical operations, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in AbbVie's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which is incorporated by reference into this prospectus supplement.

AbbVie is a Delaware corporation. The address of AbbVie's principal executive offices is 1 North Waukegan Road, North Chicago, Illinois 60064. AbbVie's telephone number is (847) 932-7900.

Stemcentrx Acquisition

On April 25, 2016, AbbVie Inc. entered into an Agreement and Plan of Merger with Stemcentrx, Sirius Sonoma Corporation, a Delaware corporation and wholly owned subsidiary of AbbVie, Sirius Sonoma LLC, a Delaware limited liability company and wholly owned subsidiary of AbbVie and, for certain purposes described in the merger agreement, Fertile Valley LLC, a Delaware limited liability

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company, (as may be amended, supplemented or otherwise modified from time to time in accordance with its terms, the "merger agreement"), pursuant to which, among other things, AbbVie will acquire all of the outstanding equity interests in Stemcentrx for aggregate upfront consideration of approximately $5.8 billion, consisting of 62.5 million shares of AbbVie common stock, par value $0.01 per share (at a fixed value of $60.664 per share or approximately $3.8 billion in the aggregate) and approximately $2.0 billion in cash and the possibility of additional consideration of up to $4 billion in cash upon the achievement of certain milestones, which will be allocated among the holders of Stemcentrx capital stock and options and warrants to acquire Stemcentrx capital stock. AbbVie will acquire all of the equity interests of Stemcentrx pursuant to the following transactions: (i) Sirius Sonoma Corporation will be merged with and into Stemcentrx (the "First Merger"), with Stemcentrx surviving the First Merger and (ii) immediately following the First Merger, the surviving company in the First Merger will be merged with and into Sirius Sonoma LLC (the "Second Merger" and together with the First Merger, the "Merger"), with Sirius Sonoma LLC surviving the Second Merger, such that following the Second Merger, the surviving company in the Second Merger will be a wholly owned direct subsidiary of AbbVie. See "Description of the Stemcentrx Acquisition."

Stemcentrx Business

Founded in 2008, Stemcentrx combines state-of-the-art research and good manufacturing practice (GMP) manufacturing capabilities to develop antibody drug conjugates to treat solid tumor cancer indications by targeting cancer stem cells. The combination of research and manufacturing has allowed Stemcentrx to advance from target discovery in the laboratory to treating patients in clinical trials at an accelerated pace. Stemcentrx's core technology utilizes a library of more than 700 patient-derived tumor xenograft models and leverages cancer stem cell biology to identify and validate therapeutic targets that would be overlooked by other methods. Stemcentrx is investigating many of the largest and most lethal cancers through proprietary platforms that identify cancer stem cells, discover novel targets, and engineer and manufacture antibodies and antibody drug conjugates.

Stemcentrx's lead late-stage asset is rovalpituzumab tesirine (Rova-T), a delta-like protein 3 (DLL3) targeted antibody drug conjugate. Rova-T's lead indication is third-line small cell lung cancer (SCLC), where there is no currently approved therapy, but it is being investigated for front-line SCLC use and as a possible treatment for other types of DLL3-expressing cancers. DLL3 is a novel target expressed in several tumor types including SCLC, an aggressive and difficult to treat disease. SCLC accounts for roughly 15% of all lung cancers with more than 60,000 patients diagnosed annually in major developed markets. DLL3 is the first predictive biomarker associated with drug efficacy in SCLC. Predictive biomarkers help identify which patients have the potential to benefit from a therapy. DLL3 is highly expressed in a majority of SCLC tumors, as well as cancer stem cells, but is not expressed in normal tissue.

In Phase 1/2 studies of relapsed SCLC patients who have previously failed one or more standard therapies, Rova-T demonstrated overall response rates of 44 percent in the patients identified with high expression of DLL3. The expression of DLL3 suggests Rova-T also may be useful across multiple tumor types, including metastatic melanoma, glioblastoma multiforme, as well as some prostate, pancreatic and colorectal cancers, where DLL3 expression ranges from 50 to 80 percent. There is a significant subset of patients whose tumors are positive for DLL3 expression within this broader set of tumors, representing more than 65,000 patients treated annually. Rova-T combines a targeted antibody that delivers a cytotoxic agent directly to the DLL3-expressing cancer cells while minimizing toxicity to healthy cells.

Rova-T is currently in registrational trials for third-line SCLC with completed enrollment expected by the end of 2016. Rova-T also has been submitted to the FDA for Breakthrough Therapy designation. There is a significant unmet need for the SCLC patient population as there are currently no approved agents for third-line SCLC and only one approved treatment for second-line use. The five-year survival rate for patients diagnosed with this type of cancer is approximately 6%. Pending successful completion

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of the ongoing registrational trial, we believe Rova-T could be commercialized for third-line use as early as 2018. Studies designed to select a Rova-T regimen for first-line SCLC registration are being planned for the second quarter of 2016. Stemcentrx is also evaluating a study to investigate Rova-T in patients with a range of tumors types that share neuroendocrine features, including malignant melanoma, medullary thyroid cancer, glioblastoma, large cell neuroendocrine carcinoma, and forms of prostate cancer, and other solid tumors. Additional first-line studies for Rova-T are being planned, including a Phase I study to assess the safety of Rova-T in combination with antibody therapy targeting the PD-1, PD-L1 axis, which is on track to be initiated during the second half of 2016. Stemcentrx also has four investigational drugs in human clinical trials across several solid tumor indications including triple-negative breast cancer, ovarian cancer and non-small cell lung cancer. Stemcentrx has investigational new drug applications (INDs) planned in 2016 for two additional pre-clinical compounds.

Beyond its clinical programs, Stemcentrx has a pipeline of validated pre-clinical targets to address other major cancer types, with several advancing toward clinical trials in 2016 and 2017. Stemcentrx's proprietary technology platform will also continue to leverage stem cell biology to identify and screen potential targets against live tumor tissue to advance discovery and development of new assets.

Financing of the Stemcentrx Acquisition

We intend to use the majority of the net proceeds from the sale of the Notes (i) to fund the cash component of the acquisition consideration in connection with the acquisition of Stemcentrx, as described in this prospectus supplement, and (ii) to finance the repurchase from time to time of up to $4 billion of shares of the Company's common stock for cash in connection with the Stemcentrx acquisition, whether pursuant to an accelerated share repurchase program or otherwise and regardless of whether consummated substantially concurrently with or following the consummation of the Stemcentrx acquisition (the "Share Repurchase"). The Company's Share Repurchase may occur from time to time in open market transactions, has no time limit and may be discontinued at any time.

This Notes offering is not conditioned upon the completion of the Stemcentrx acquisition, but, in the event (x) the consummation of the Stemcentrx acquisition does not occur on or before October 22, 2016 or (y) the Company notifies the Trustee in respect of the Notes that the merger agreement has been terminated in accordance with its terms prior to the consummation of the Stemcentrx acquisition, the Company will be required to redeem all of the Notes of each series at a redemption price equal to 101% of their principal amount plus accrued and unpaid interest, if any, to, but excluding the special mandatory redemption date. See "Description of Notes Special Mandatory Redemption."

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF ABBVIE

The following table sets forth selected financial information for AbbVie as of and for the periods indicated. The selected financial information of AbbVie as of and for the periods from 2011 to 2015 are derived from its (i) audited consolidated financial statements as of and for the years ended December 31, 2015, 2014 and 2013; and (ii) audited combined financial statements as of and for the years ended December 31, 2012 and 2011. The selected interim financial information has been derived from our unaudited condensed consolidated financial statements and includes, in the opinion of our management, all normal and recurring adjustments necessary for a fair presentation of the financial information. The results for the three-month periods do not necessarily indicate the results to be expected for the full year. You should read the following information in conjunction with our consolidated financial statements and related notes and other financial information incorporated by reference in this prospectus and the accompanying prospectus.

On January 1, 2013, AbbVie became an independent company as a result of the distribution by Abbott Laboratories ("Abbott") of 100% of the outstanding common stock of AbbVie to Abbott's stockholders. The historical financial statements of AbbVie for periods prior to January 1, 2013 were prepared on a stand-alone basis and were derived from Abbott's consolidated financial statements and accounting records as if the former research-based pharmaceutical business of Abbott had been part of AbbVie for all periods presented. Accordingly, AbbVie's financial statements for periods prior to January 1, 2013 are presented on a combined basis and reflect AbbVie's financial position, results of operations and cash flows as its business was operated as part of Abbott prior to the separation of AbbVie from Abbott, in conformity with generally accepted accounting principles in the United States.

The historical financial statements for periods prior to January 1, 2013 reflected an allocation of expenses related to certain Abbott corporate functions, including senior management, legal, human resources, finance, information technology and quality assurance. These expenses were allocated to AbbVie based on direct usage or benefit where identifiable, with the remainder allocated on a pro rata basis of revenues, headcount, square footage, number of transactions or other measures. AbbVie considers the expense allocation methodology and results to be reasonable. However, the allocations may not be indicative of the actual expenses that would have been incurred had AbbVie operated as an independent, stand-alone, publicly traded company for the periods presented. Accordingly, the historical financial information presented for periods prior to January 1, 2013 may not be indicative of the results of operations or financial position that would have been achieved if AbbVie had been an independent, stand-alone, publicly traded company during the periods shown or of AbbVie's performance for periods subsequent to December 31, 2012. Refer to "Background" and "Basis of Historical Presentation" included under Item 8, "Financial Statements and Supplementary Data" contained in AbbVie's Annual Report on Form 10-K for the year ended December 31, 2015, previously filed with the SEC on February 19, 2016 and incorporated by reference into this prospectus supplement. Historical results are not necessarily indicative of any results to be expected in the future. See "Where to Obtain More Information."

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	As of and for the three months ended March 31,		As of and for the years ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
(in millions, except per share data)							
Statement of earnings data							
Net revenues	$ 5,958	$ 5,040	$ 22,859	$ 19,960	$ 18,790	$ 18,380	$ 17,444
Net earnings(a)	$ 1,354	$ 1,022	$ 5,144	$ 1,774	$ 4,128	$ 5,275	$ 3,433
Basic earnings per share(a)	$ 0.83	$ 0.64	$ 3.15	$ 1.11	$ 2.58	$ 3.35	$ 2.18
Diluted earnings per share(a)	$ 0.83	$ 0.63	$ 3.13	$ 1.10	$ 2.56	$ 3.35	$ 2.18
Cash dividends declared per share	$ 0.57	$ 0.51	$ 2.10	$ 1.75	$ 2.00(b)	n/a	n/a
Weighted-average basic shares outstanding(c)	1,616	1,595	1,625	1,595	1,589	1,577	1,577
Weighted-average diluted shares outstanding(c)	1,625	1,608	1,637	1,610	1,604	1,577	1,577
Balance sheet data							
Total assets(d)	$ 53,720	$ 26,667	$ 53,050	$ 27,513	$ 29,241	$ 27,058	