SEC Form 4	
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FORM 4

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Num

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Restricted Stock Unit \$0(3) 02/12/2024 D(3) 47,375 (3) Common Stock 47,375 (3) 0 D Restricted \$0(4) 02/12/2024 D(4) D(4) (4) Common Stock 47,375 (3) 0 D D	Stock Option (Right to Buy)	\$5.39	02/12/2024	D ⁽¹⁾⁽²⁾		284,250	(1)(2)	04/28/2033	Common Stock	284,250	(1)(2)	0	D	
		\$0 ⁽³⁾	02/12/2024	D ⁽³⁾		47,375	(3)	(3)		47,375	(3)	0	D	
Stock Unit 30° 02122224 DC	Restricted Stock Unit	\$0 ⁽⁴⁾	02/12/2024	D ⁽⁴⁾		19,458	(4)	(4)	Common Stock	19,458	(4)	0	D	

Explanation of Responses:

1. This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated November 30, 2023, by and among the Issuer, AbbVie Inc., a Delaware corporation ("AbbVie"), Athene Subsidiary LLC, a Delaware limited liability company and wholly owned subsidiary of AbbVie ("Intermediate Sub"), and Athene Merger Sub Inc., a Massachusetts corporation and wholly owned subsidiary of Intermediate Sub ("Purchaser"), pursuant to which Purchaser merged with and into the Issuer with the Issuer continuing as the surviving corporation (the "Merger").

2. At the effective time of the Merger (the "Effective Time"), each option to purchase shares of common stock, par value \$.01 per share, of the Issuer ("Common Stock," and such option, a "Stock Option") granted prior to the date of the Merger Agreement outstanding immediately prior to the Effective Time was canceled and the Reporting Person was entitled to receive (without interest), in consideration of the cancellation of such Stock Option, an amount in cash (less any applicable withholding taxes) equal to (i) the total number of shares of Common Stock subject to such Stock Option immediately prior to the Effective Time, multiplied by (ii) the excess, if any, of \$31.26, without interest (the "Merger Consideration"), over the applicable exercise price per share of Common Stock under such Stock Option.

3. Pursuant to the Merger Agreement, at the Effective Time, each restricted stock unit ("RSU") granted prior to the date of the Merger Agreement that was outstanding immediately prior to the Effective Time was canceled, and the Reporting Person was entitled to receive (without interest), in consideration of the cancellation of such RSU, an amount in cash (less any applicable withholding taxes) equal to (i) the number of shares of Common Stock subject to such RSU immediately prior to the Effective Time, multiplied by (ii) the Merger Consideration.

4. Pursuant to the Merger Agreement, at the Effective Time, each RSU granted on or after the date of the Merger Agreement that was outstanding immediately prior to the Effective Time was converted into a grant of restricted stock unit awards in respect of a number of shares of AbbVie common stock equal to the number of shares of Common Stock underlying such RSU as of immediately prior to the Effective Time multiplied by 0.18, and otherwise with the same terms and conditions that were applicable immediately prior to the Effective Time.

<u>/s/ Joseph J. Kenny, Attorney-</u> in-Fact	02/12/2024
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.