

AbbVie Inc.  
Form 8-K  
February 22, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **February 22, 2016 (February 18, 2016)**

**ABBVIE INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-35565**  
(Commission File Number)

**32-0375147**  
(IRS Employer  
Identification No.)

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**1 North Waukegan Road**  
**North Chicago, Illinois 60064-6400**

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(847) 932-7900**

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 18, 2016, the Board of Directors of AbbVie Inc. (the "Company") approved and adopted Amended and Restated By-laws to implement proxy access. Article II, Section 2.13 has been added to the By-laws to permit a shareholder, or a group of up to 20 shareholders, owning at least 3% of the Company's outstanding common stock continuously for at least three years to nominate and include in the Company's proxy materials director nominees constituting up to 25% of the Board, beginning in connection with the Company's 2017 annual meeting of shareholders, provided that the shareholders and the nominees satisfy the requirements specified in the By-laws. Article II, Sections 2.8 and 2.10 were also amended for related technical and administrative changes.

The foregoing description of the Company's By-laws is qualified in its entirety by reference to the full text of the Amended and Restated By-laws, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Exhibit</b>
3.1	Amended and Restated By-laws of AbbVie Inc. adopted on February 18, 2016

**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.

**ABBVIE INC.**

Date: February 22, 2016

By:

/s/ Laura J. Schumacher  
Name: Laura J. Schumacher  
Title: Executive Vice President, External Affairs,  
General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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