

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Mylan N.V.

(Exact name of registrant as specified in its charter)

The Netherlands
(State or other jurisdiction of incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

98-1189497
(I.R.S. Employer
Identification Number)

Albany Gate, Darkes Lane
Potters Bar, Herts EN6 1AG
United Kingdom
Tel: +44 (0) 1707-853-000
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Mylan N.V. Amended and Restated 2003 Long-Term Incentive Plan (formerly Mylan Inc. Amended and Restated 2003 Long-Term Incentive Plan)
(Full Title of Plans)

John D. Sheehan
Executive Vice President and
Chief Financial Officer
Mylan Inc.
1000 Mylan Boulevard
Canonsburg, Pennsylvania 15317
(724) 514-1800
(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (Check one):

Large accelerated filer ☒ Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee(4)
Ordinary shares, nominal value €0.01 per share	55,300,000	N/A	\$1,109,720,062.28	\$8,844.19

- (1) Represents 13,252,588 ordinary shares of Mylan N.V. (the "Registrant") to be issued pursuant to the exercise of outstanding stock options granted to participants under the Mylan N.V. Amended and Restated 2003 Long Term Incentive Plan (the "Plan") and 42,047,412 ordinary shares of the Registrant subject to outstanding equity-based awards other than stock options or that remain available for issuance under the Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional ordinary shares as may be offered or issued under the Plan pursuant to this Registration Statement by reason of any stock split, stock dividends, or similar transactions or any other anti-dilutive or adjustment provisions of the Plan, as applicable.
- (3) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(f)(2) and 457(h) under the Securities Act. With respect to the ordinary shares subject to outstanding equity-based awards other than stock options or that remain available for issuance under the Plan, pursuant to Rule 457(f), the Registrant estimates that the book value per share of the ordinary shares to be registered is equal to \$15.20, based on the total number of outstanding shares as of February 26, 2015. This estimate assumes that Mylan Inc. will be a wholly owned indirect subsidiary of the Registrant and that the Registrant will acquire the non-U.S. developed markets specialty and branded generics business (the "Business") of Abbott Laboratories ("Abbott") following the completion of the transactions contemplated by the Amended and Restated Business Transfer Agreement dated as of November 4, 2014, among Abbott, Mylan Inc., the Registrant (formerly named New Moon B.V.) and Moon of PA Inc. The aggregate book value of Mylan Inc. is \$3,406,300,000 and the aggregate book value of the Business is \$2,345,000,000, each as of September 30, 2014, the latest practicable

date prior to the filing of this Registration Statement. The book value per share upon which the registration fee is calculated does not indicate any anticipated market value upon the issuance of the ordinary shares. With respect to the 13,252,588 ordinary shares issuable pursuant to outstanding but unexercised stock options previously granted under the Plan, pursuant to Rule 457(h)(1) of the Securities Act, the proposed maximum offering price per share and proposed maximum aggregate offering price are based on the weighted average exercise price of such shares of \$35.51.

- (4) Pursuant to Rule 457(p) of the Securities Act, the currently due registration fee for this Registration Statement is being offset by \$120,105.09 in previously paid filing fees under the registration statement on Form S-8 (File No. 333-186933) filed by the Registrant's wholly owned subsidiary, Mylan Inc., on February 28, 2013.
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Explanatory Note

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed by Mylan N.V. (the “Registrant”), a public limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands, as successor registrant to Mylan Inc. (“Predecessor”), a Pennsylvania corporation, with the Securities and Exchange Commission (the “Commission”) for the purpose of registering 55,300,000 of the Registrant’s ordinary shares, nominal value €0.01 per share, for issuance pursuant to the Mylan N.V. Amended and Restated 2003 Long-Term Incentive Plan (the “Plan”). On February 9, 2015, the Board of Directors and the shareholder of the Registrant approved the assumption of the Plan by the Registrant.

Part I **Information Required in the Section 10(a) Prospectus**

Item 1. Plan Information.

The documents containing the information specified in Part I will be sent or given to employees participating in the Plan, as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

Item 2. Registrant Information and Plan Annual Information.

Upon written or oral request, any of the documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in the Section 10(a) prospectus), any other document required to be delivered to eligible participants pursuant to Rule 428(b) or additional information about the Plan is available without charge by contacting:

Mylan N.V.
Albany Gate, Darkes Lane
Potters Bar, Herts EN6 1AG
United Kingdom
Tel: +44 (0) 1707-853-000

Part II **Information Required in the Registration Statement**

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant and Predecessor with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference into, and shall be deemed to be a part of, this Registration Statement:

1. Registrant’s final prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act on December 24, 2014;
2. Predecessor’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed on February 27, 2014, as updated by Mylan Inc.’s Current Report on Form 8-K filed on August 6, 2014;
3. Predecessor’s Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2014, June 30, 2014 and September 30, 2014, filed on May 1, 2014, August 7, 2014, and November 5, 2014, respectively;

4. Predecessor's Current Reports on Form 8-K filed on February 28, 2014, March 7, 2014, March 17, 2014, April 11, 2014, July 14, 2014, August 1, 2014, August 6, 2014, October 16, 2014, October 22, 2014, November 5, 2014, December 29, 2014, January 14, 2015, January 28, 2015, January 29, 2015, January 30, 2015 and February 27, 2015; and

5. Registrant's Current Reports on Form 8-K filed on February 27, 2015.

6. the information set forth under the heading "Description of New Mylan Ordinary Shares" included in Registrant's Registration Statement on Form S-4 filed with the Commission on November 5, 2014, as amended on December 9, 2014 and December 23, 2014.

All documents subsequently filed by the Registrant and/or its predecessor with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement. Each document incorporated or deemed incorporated by reference into this Registration Statement shall be deemed to be a part of this Registration Statement from the date of the filing of such document with the Commission until the information contained therein is superseded or updated by any subsequently filed document which is incorporated or deemed incorporated by reference into this Registration Statement or by any document which constitutes a part of the prospectus relating to the Plan meeting the requirements of Section 10(a) of the Securities Act. Any such information so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

Item 4. Description of Securities.

The class of securities to be offered under this Registration Statement is registered under Section 12(b) of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Registrant is a public limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands.

Without prejudice to any indemnity to which such person may be contractually or otherwise entitled and to the fullest extent permitted by applicable Dutch law, as the same exists or may be amended (but, in the case of such amendment, only to the extent that such amendment permits the Registrant to provide broader indemnification rights than such law permitted the Registrant to provide prior to such amendment), the Registrant's articles of association (the "Articles") provide that the Registrant will indemnify any director or officer who was, is, or becomes in his or her capacity as director or officer a party or witness or is or becomes threatened to be made a party or witness to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, or administrative or any action, suit, or proceeding in order to obtain information, against any and all liabilities including all expenses (including attorneys' fees), judgments, fines, amounts paid in settlement, and other financial losses, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding.

Under Dutch law, indemnification generally may not be available to any person in respect of any claim, issue, or matter as to which such person will have been adjudged in a final and non-appealable judgment by a Dutch or other court of competent jurisdiction to be liable for intentional recklessness or willful misconduct in the performance of his or her duty to the Registrant unless such court determines that such person is fairly and reasonably entitled to such indemnification despite the adjudication of such liability, or to the extent any related costs and losses have been insured and reimbursed to such person under any applicable insurance policy. Also, indemnification may not be available in respect of any claim brought by the Registrant and for which the person is adjudged in a final and non-appealable judgment to be liable to the Registrant unless the court or the Registrant shall have determined that indemnification of some or all expenses incurred by such person is appropriate and permitted under applicable law.

The Registrant also has entered into indemnification agreements with each of its directors and certain of its officers that provide them with substantially similar indemnification rights to those provided under the Registrant's Articles.

The Articles also provide that the Registrant may maintain an insurance policy which insures directors and officers against certain liabilities which might be incurred in connection with the performance of their duties. The Registrant currently maintains such a policy. The description of indemnity herein is merely a summary of the provisions in the Articles and other indemnification agreements, and such description shall not limit or alter the provisions in the Articles or other indemnification agreements.

The Shareholder Agreement dated as of February 27, 2015, among the Registrant Abbott and the Abbott subsidiaries named therein, provides for indemnification of the Registrant and its directors and officers by Abbott and such Abbott subsidiaries, and of Abbott and such Abbott subsidiaries and their respective directors and officers by the Registrant, against certain liabilities.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed herewith as part of this Registration Statement.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Registrant's Articles of Association, filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 27, 2015, and incorporated herein by reference.
4.2	Shareholder Agreement, filed as Exhibit 2.2 to the Registrant's Current Report on Form 8-K filed on February 27, 2015, and incorporated by reference herein.
5.1	Opinion of Stibbe N.V. regarding the legality of the ordinary shares of the Registrant.
23.1	Consent of Stibbe N.V. (included in the legal opinion filed as Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.3	Consent of Deloitte & Touche LLP, independent auditor.
24.1	Power of Attorney (included on the signature page of this Registration Statement).
99.1	Mylan Inc. Amended and Restated 2003 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.4(a) to Predecessor's Form 10-K for the fiscal year ended December 31, 2012, and incorporated herein by reference).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total

dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in this effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on February 27, 2015.

MYLAN N.V.

By: /s/ John D. Sheehan

Name: John D. Sheehan

Title: Executive Vice President and Chief Financial Officer

AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed by the following duly authorized representative in the United States:

MYLAN N.V.

By: /s/ John D. Sheehan

Name: John D. Sheehan

Title: Executive Vice President and Chief Financial Officer

Power of Attorney

Each of the undersigned officers and directors of the Registrant, a public limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands, hereby constitutes and appoints, John D. Sheehan, and each of them, as his or her true and lawful attorney-in-fact and agent, severally, with full power of substitution and resubstitution, in his or her name and on his or her behalf, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power of authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert J. Coury</u> Robert J. Coury	Non-Executive Director and Executive Chairman of the Board	February 27, 2015
<u>/s/ Heather Bresch</u> Heather Bresch	Chief Executive Officer and Executive Director (Principal Executive Officer)	February 27, 2015

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ John D. Sheehan John D. Sheehan	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Accounting Officer)	February 27, 2015
/s/ Rodney L. Piatt Rodney L. Piatt	Non-Executive Director, Lead Independent Director and Vice Chairman of the Board	February 27, 2015
/s/ Wendy Cameron Wendy Cameron	Non-Executive Director	February 27, 2015
/s/ Robert J. Cindrich Robert J. Cindrich	Non-Executive Director	February 27, 2015
/s/ JoEllen Lyons Dillon JoEllen Lyons Dillon	Non-Executive Director	February 27, 2015
/s/ Neil F. Dimick Neil F. Dimick	Non-Executive Director	February 27, 2015
/s/ Melina Higgins Melina Higgins	Non-Executive Director	February 27, 2015
/s/ Douglas J. Leech Douglas J. Leech	Non-Executive Director	February 27, 2015
/s/ Rajiv Malik Rajiv Malik	President and Executive Director	February 27, 2015
/s/ Joseph C. Maroon, M.D. Joseph C. Maroon, M.D.	Non-Executive Director	February 27, 2015
/s/ Mark W. Parrish Mark W. Parrish	Non-Executive Director	February 27, 2015
/s/ R.L. Vanderveen, Ph.D., R. Ph. R.L. Vanderveen, Ph.D., R. Ph.	Non-Executive Director	February 27, 2015

Exhibit Index

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4.2	Shareholder Agreement, filed as Exhibit 2.2 to the Registrant's Current Report on Form 8-K filed on February 27, 2015, and incorporated by reference herein.
5.1	Opinion of Stibbe N.V. regarding the legality of the ordinary shares of the Registrant.
23.1	Consent of Stibbe N.V. (included in the legal opinion filed as Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.3	Consent of Deloitte & Touche LLP, independent auditor.
24.1	Power of Attorney (included on the signature page of this Registration Statement).
99.1	Mylan Inc. Amended and Restated 2003 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.4(a) to Predecessor's Form 10-K for the fiscal year ended December 31, 2012, and incorporated herein by reference).

Mylan N.V.
 Albany Gate, Darkes Lane,
 Potters Bar, Herts
 EN6 1AG, United Kingdom

Stibbe N.V.
 Advocaten en notarissen
 Strawinskylaan 2001
 P.O. Box 75640
 1070 AP Amsterdam
 The Netherlands
 T +31 20 546 0 606
 F +31 20 546 0 123

www.stibbe.com

Subject to review of underlying documents and internal review
Mylan N.V. – Registration Statement on Form S-8

Date
 27 February 2015

Ladies and Gentlemen,

- (1) We have acted as counsel with respect to matters of Netherlands law to Mylan N.V. (the “**Company**”) in connection with the filing by the Company under the Securities Act of 1933, as amended, of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the United States Securities and Exchange Commission. The Registration Statement relates to the registration of up to 55,300,000 ordinary shares in the capital of the Company, nominal value EUR 0.01 each (the “**Shares**”, and each a “**Share**”) that may be issued under the Mylan Inc. Amended and Restated 2003 Long Term Incentive Plan (the “**Plan**”).

This opinion is furnished to the Company in order to be filed as Exhibit 5.1 to the Registration Statement.

- (2) For the purpose of this opinion, we have examined and relied upon photocopies or copies received by fax or by electronic means, or originals if so expressly stated, of the following documents:
- (a) the Registration Statement;
 - (b) the Plan;
 - (c) the deed of incorporation of the Company dated 7 July 2014 and its Articles of Association (*statuten*) as amended on 27 February 2015 (the “**Articles**”), which according to the Extract (as defined below) are the Articles of the Company as currently in force;
 - (d) an extract from the Trade Register of the Chamber of Commerce (*Kamer van Koophandel, afdeling Handelsregister*) relating to the Company dated the date hereof (the “**Extract**”);
 - (e) written resolutions of the general meeting of shareholders of the Company dated 9 February 2015 containing resolutions, *inter alia*, (i) approving the Plan and (ii) the delegation to the managing board of the Company (the “**Board**”) of the power to issue shares and grant subscription rights for shares in the capital of the Company and to limit or exclude any pre-emptive rights relating thereto (the “**Designation**”);

The practice is conducted by Stibbe N.V. (registered with the Trade Register of the Chamber of Commerce under number 34198700). The general conditions of Stibbe N.V. are applicable and include a clause on limitation of liability. The general conditions have been deposited with the Amsterdam District Court and are available on request and free of charge. They can also be found at www.stibbe.com.

- (f) the minutes of a meeting of the Board held on February 9, 2015, resolving, *inter alia*, to assume the Plan and to authorize the issuance of up to 55,300,000 Shares under the Plan; and
- (g) a Company certificate dated the date hereof.

The resolutions referred to in paragraphs (2)(e) and (2)(f) above are hereinafter referred to as the “**Resolutions**”.

(3) In rendering this opinion we have assumed:

- (a) the legal capacity of natural persons, the genuineness of all signatures on, and the authenticity and completeness of all documents submitted to us as copies of drafts, originals or execution copies and the exact conformity to the originals of all documents submitted to us as photocopies or copies transmitted by facsimile or by electronic means and that all documents were at their date, and have through the date hereof remained, accurate and in full force and effect without modification;
- (b) that the information set forth in the Extract is complete and accurate on the date hereof and consistent with the information contained in the files kept by the Trade Register with respect to the Company, provided that, certain information, including the amendment of the Articles and the appointment of new directors on the date hereof, may not yet have been reflected in the Extract;
- (c) that any Shares will be issued, offered, sold, delivered, duly accepted and paid by the subscribers pursuant to the exercise of the right of the subscriber, to persons legally entitled to purchase Shares, (a) as contemplated and in accordance with the Plan and the Registration Statement, (b) in accordance with any applicable law (including, without limitation, the laws of The Netherlands), (c) in accordance with the Articles as in force at the date of issuance of such Shares and (d) with such terms so as not to violate any applicable law (including, for the avoidance of doubt, any law applicable at the time of such issue, offer, sale, delivery and acceptance) and upon issue of each Share at least a consideration will be paid to the Company on such Share, or, as the case may be, will be charged from the distributable reserves of the Company, with a value equal to the nominal amount thereof and any premium agreed upon (*bedongen agio*);
- (d) that each time a Share is issued, the authorised share capital (*maatschappelijk kapitaal*) of the Company is such that such Share can be validly issued;
- (e) that the Resolutions have not been annulled, revoked or rescinded and are in full force and effect as at the date hereof; and
- (f) that any issuance of Shares will not require the Company to publish a prospectus or equivalent document under the provisions of chapter 5.1 of the Financial Supervision Act (*Wet op het financieel toezicht*), as amended.

- (4) We have not investigated the laws of any jurisdiction other than the Netherlands. This opinion is limited to matters of the laws of the Netherlands as they presently stand and as they are interpreted in case law of the courts of the Netherlands and in administrative rulings, in each case published in printed form as at the date of this opinion. We do not express any opinion with respect to any public international law or the rules of or promulgated under any treaty or by any treaty organisation, other than any EC law provisions having direct effect. We express no opinion about matters of taxation.
- (5) Based upon and subject to the foregoing and to the further limitations and exceptions set forth herein, and subject to the absence of duress (*bedreiging*), fraud (*bedrog*), abuse of circumstances (*misbruik van omstandigheden*) or error (*dwaling*) in connection with the issue of any Share, we are as at the date hereof of the following opinion:
- the Shares, when issued pursuant to and in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.
- (6) The term “non-assessable” as used in this opinion means that a holder of a Share will not by reason of merely being such a holder, be subject to assessment or calls by the Company or its creditors for further payment on such Share.
- (7) In this opinion, Netherlands legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to the concepts described by the same English terms as they exist under the laws of other jurisdictions.
- (8) As to matters of fact, we have relied upon oral and written representations and certificates or comparable documents of the Board and/or responsible officers and representatives of the Company.
- (9) This opinion and any issues arising under this opinion will be governed by the laws of the Netherlands.
- (10) This opinion may only be relied upon in connection with the transactions to which the Registration Statement relates.
- (11) We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading “Legal Matters” in the Registration Statement. In giving such consent we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the United States Securities and Exchange Commission promulgated thereunder.

Yours faithfully,

Stibbe N.V.

/s/ Manon Cremers

/s/ Fons Leijten

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Mylan N.V. of our reports dated February 27, 2014 (August 6, 2014 as to Note 3), relating to the consolidated financial statements and consolidated financial statement schedule of Mylan Inc. and subsidiaries (the “Company”), and the effectiveness of the Company’s internal control over financial reporting, appearing in the Current Report on Form 8-K of Mylan Inc. filed on August 6, 2014.

/s/ Deloitte & Touche LLP

Pittsburgh, Pennsylvania
February 27, 2015

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement of Mylan N.V. on Form S-8 of our report dated October 23, 2014 related to the combined financial statements of The Developed Markets Branded Generics Pharmaceuticals Business of Abbott Laboratories as described in Note 1 to such combined financial statements as of December 31, 2013 and 2012 and for the three years in the period ended December 31, 2013 (which report expresses an unmodified opinion and includes an emphasis-of-matter paragraph relating to expense allocations from the consolidated financial statements and accounting records of Abbott Laboratories), appearing in Registration Statement No. 333-199861 on Form S-4.

/s/ Deloitte & Touche LLP

Chicago, Illinois
February 27, 2015