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Mylan Inc.
Shareholder Proposal of the New York State Common Retirement Fund
Securities Exchange Act of 1934—Rule 14a-8

January 14, 2015

Ladies and Gentlemen:

On behalf of our client, Mylan Inc. (“Mylan” or the “Company”), we write to inform you of Mylan’s intention to exclude from its proxy statement and form of proxy for its next Annual Meeting of Shareholders (collectively, the “Proxy Materials”) a shareholder proposal and related supporting statement (the “Proposal”) received from the New York State Common Retirement Fund (the “Proponent”).

We hereby respectfully request that the Staff of the Division of Corporation Finance (the “Staff”) concur in our view that Mylan may, for the reasons set forth below, properly exclude the Proposal from the Proxy Materials. Mylan has advised us as to the factual matters set forth below.

In accordance with Rule 14a-8(j), we have filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty calendar days before the Company intends to file its definitive Proxy Materials with the Commission. Also in accordance with Rule 14a-8(j), a copy of this letter and its attachments is being sent concurrently to the Proponent. Pursuant to Rule 14a-8(j) and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), we have submitted this letter, together with the Proposal, to the Staff via e-mail at shareholderproposals@sec.gov in lieu of mailing paper copies.

Rule 14a-8(k) and SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence

should be furnished concurrently to the undersigned on behalf of Mylan pursuant to Rule 14a-8(k) and SLB 14D.

1. **The Proposal**

The Proponent requests that the following matter be considered by stockholders at Mylan's next Annual Meeting of Shareholders:

Therefore be it Resolved: Shareholders request that the Company issue a report at reasonable expense and excluding confidential information, describing the Company's policy position regarding whether the Company or its subsidiaries will provide products for purposes of aiding executions, and including an analysis of potential reputational risks associated with such policy position.

A copy of the Proposal, the Proponent's cover letter, dated November 7, 2014, submitting the Proposal and other correspondence relating to the Proposal are attached hereto as Exhibit A.

2. **Grounds for Omission**

Mylan believes that it may properly omit the Proposal from the proxy materials under Rules 14a-8(i)(3) and 14a-9 because the Proposal contains false and misleading statements. Rule 14a-9 prohibits a company from making a proxy solicitation that contains "any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact." In addition, Rule 14a-8(i)(3) provides, in part, that a proposal may be excluded from proxy materials if the proposal is materially false or contains misleading statements. The Staff has taken the position that a shareholder proposal may be excluded from proxy materials under Rule 14a-8(i)(3) if "the company demonstrates objectively that a factual statement is materially false or misleading." Staff Legal Bulletin No. 14B (Sept. 15, 2004) ("SLB 14B").

The Staff has repeatedly allowed the exclusion of shareholder proposals under Rules 14a-8(i)(3) and 14a-9 if the supporting statement contains false or misleading statements. *See, e.g., Entergy Corp.* (Feb. 14, 2007) (allowing for exclusion where the proposal and supporting statement contained false and misleading statements) and *Woodward Governor Co.* (Nov. 26, 2003) (allowing for exclusion where the supporting statement contained false and misleading statements).

The Proposal contains false and misleading statements regarding (i) the role and use of rocuronium bromide in lethal injections, (ii) Mylan's role with respect to "lethal injection drugs," and (iii) financial impacts on Mylan related to rocuronium bromide, and the Proposal therefore should be excluded pursuant to Rules 14a-8(i)(3) and 14a-9.

- i. *The Proposal contains false and misleading statements regarding the role and use of rocuronium bromide in lethal injections.*

The Proposal contains false and misleading statements regarding the role and use of rocuronium bromide in lethal injections. Specifically, the Proposal claims that rocuronium bromide “has been adopted by at least two states as being a substitute in lethal injections for the nationally scarce pancuronium bromide.” The Proponent’s statement, however, is false and misleading because rocuronium bromide is only one of a sequence of multiple drugs that may be used in executions and not, as the Proponent suggests, the only drug used. More specifically, the two states the Proponent likely refers to in its supporting statement—Virginia and Alabama—have issued guidelines for three-drug combinations available for use in lethal injections that include, among other drugs, rocuronium bromide¹ but according to deathpenalty.org, no state that uses a one-drug protocol administers rocuronium bromide.² The Proponent, however, would have shareholders believe that rocuronium bromide, on its own, is the new leading drug for lethal injections. More importantly, the Proponent would have shareholders believe that the drug has actually been used in executions. Rocuronium bromide, however, has never been used in an execution in the United States.³ In addition, the Proposal suggests that the primary or common use of rocuronium bromide is as part of lethal injections. This, however, is only a theoretical use and, to Mylan’s knowledge, the drug has never actually been used for that purpose either in the U.S. or anywhere else in the world and such a use is not one of the indications for rocuronium bromide approved by the U.S. Food and Drug Administration (“FDA”). By claiming that rocuronium bromide “has been adopted by at least two states as being a substitute in lethal injections for the nationally scarce pancuronium bromide,” the Proponent has materially mischaracterized the drug, and Mylan’s shareholders may be induced to vote in favor of the Proposal based on this false and misleading statements of material fact included in the Proposal. Accordingly, under Rules 14a-8(i)(3) and 14a-9, Mylan should be allowed to exclude the Proposal from its 2014 Proxy Materials.

- ii. *The Proposal contains false and misleading statements regarding Mylan’s role with respect to “lethal injection drugs”.*

The Proposal contains false and misleading statements regarding Mylan’s role with respect to “lethal injection drugs”. Specifically, the Proponent’s description of Mylan as a likely source for lethal injection drugs is a materially misleading characterization. The Proponent’s statement clearly is misleading because, as discussed above, rocuronium bromide itself is not a lethal injection drug, Mylan has never promoted or distributed it as such, and the alleged connection between Mylan’s production and sale of rocuronium bromide for valid and approved medical purposes, on

¹ See http://www.al.com/news/index.ssf/2014/09/alabama_changes_execution_drug.html (with respect to Alabama) and http://www.dailyprogress.com/newsvirginian/news/special_reports/virginia-keeping-drug-used-in-botched-executions/article_2a1f82a8-146e-11e4-a2d1-001a4bcf6878.html (with respect to Virginia).

² See <http://www.deathpenaltyinfo.org/state-lethal-injection> (“Eight states have used a single-drug method for executions—a lethal dose of an anesthetic (Arizona, Georgia, Idaho, Missouri, Ohio, South Dakota, Texas, and Washington). Six other states have announced plans to use a one-drug protocol, but have not carried out such an execution (Arkansas, California, Kentucky, Louisiana, North Carolina, and Tennessee).”).

³ As discussed, the drug has only been approved for use in Alabama as of 2014 (but Alabama last performed a lethal injection in 2013) and Virginia as of 2012 (but Virginia last performed a lethal injection in 2011).

the one hand, and whatever other use a sovereign state may or may not make of the drug, on the other hand, is attenuated and speculative at best. Simply put, Mylan markets rocuronium bromide only in accordance with its FDA-approved indications⁴ and is committed to distributing its products only through legally compliant channels for prescription by healthcare providers consistent with the approved labeling or standard of care. There is no approved labeling or standard of care in the United States that would include use in lethal injection. The Proponent, however, would have shareholders believe that Mylan is in the business of creating and supplying drugs for lethal injections. That is not only objectively false, but its very suggestion is materially misleading and offensive to a fair and accurate portrayal of Mylan.

Furthermore, the Proponent acknowledges that other companies may produce rocuronium bromide in saying that “states have been forced to look to domestic corporations, including Mylan, for alternative drugs,” but still claims—without any further proof—that Mylan is “one of the likely sources for lethal injection drugs.” Despite the fact that at least seven other companies produce rocuronium bromide and at least five other companies have the drug available for sale,⁵ the Proponent offers no explanation as to why Mylan would be the “likely” source of lethal injection drugs. The Proponent does not offer any proof, and indeed there is none available, that any state has purchased rocuronium bromide (or any other drug) from Mylan for use in a possible lethal injection formula. As a result, by stating that Mylan is “one of the likely sources for lethal injection drugs,” the Proponent may induce shareholders to vote in favor of the Proposal based on false and misleading statements of material fact included in the Proposal. Accordingly, under Rules 14a-8(i)(3) and 14a-9, Mylan should be allowed to exclude the Proposal from its 2014 Proxy Materials.

- iii. *The Proposal contains false and misleading statements regarding financial impacts on Mylan resulting from its production of rocuronium bromide.*

The Proposal contains false and misleading statements regarding financial impacts on Mylan resulting from its production of rocuronium bromide. First, the Proponent states that “[t]here is also the possibility of increased financial and legal risk to the Company resulting from the *actual* use of its products in executions” (emphasis added). Not only does the Proponent not identify any such risks beyond mere speculation and generalities but, as discussed above, rocuronium bromide—much less rocuronium bromide produced by the Company—has never been used in an execution. The Proponent also does not identify any drug that the Company produces that has been used in an execution. Further, the supporting statement says that since the European Union enacted regulations “in 2011 restricting the export of anesthetics used in lethal injection executions...states have been forced to look to domestic corporations, including Mylan,

⁴ As detailed in the prescribing information, “Rocuronium bromide injection is indicated for inpatients and outpatients as an adjunct to general anesthesia to facilitate both rapid sequence and routine tracheal intubation, and to provide skeletal muscle relaxation during surgery or mechanical ventilation.” See <http://dailymed.nlm.nih.gov/dailymed/drugInfo.cfm?setid=f58803b0-f173-4997-b2f8-0f415b94daf>.

⁵ See <http://www.ashp.org/menu/DrugShortages/CurrentShortages/Bulletin.aspx?id=434> (listing five other companies that have rocuronium bromide available, and including information about two more with shortages they are working to resolve).

for alternative drugs.” Not only does the Proposal mislead shareholders by ignoring the fact that states could look to other markets besides Europe and the United States for these drugs and thus is misleading in suggesting that states must depend on domestic corporations like Mylan, but it again provides no proof that any states have in fact looked to Mylan-produced rocuronium bromide for these purposes.

Finally, the Proposal provides a hyperlink to an article from NBC News that includes the text of the article’s headline, “Drug Maker Mylan Takes \$70 Million Hit in Battle Over Lethal Injection”. The text in the hyperlink, much like the article’s headline, falsely suggests that Mylan has endured a \$70 million loss because it has not taken preventative measures with respect to having its products utilized for lethal injections. The article, however, only states that a foreign investor sold its shares in Mylan. It does not in any way suggest that Mylan’s sales, revenues or any other financial metric related to the Company have been impacted. As a result of these statements, shareholders may be induced to vote in favor of the Proposal based on false and misleading statements of material fact included in the Proposal. Accordingly, under Rules 14a-8(i)(3) and 14a-9, Mylan should be allowed to exclude the Proposal from its 2014 Proxy Materials.

3. **Conclusion**

Based on the foregoing, we hereby respectfully request that the Staff concur in our view that the Proposal may be properly excluded from Mylan’s Proxy Materials. If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that Mylan may omit the Proposal from its Proxy Materials, please contact me at (212) 474-1434. I would appreciate your sending your response via e-mail to me at KDrexler@cravath.com as well as to Mylan, attention of Brad Wideman, Vice President, Associate General Counsel and Assistant Secretary at bradley.wideman@mylan.com.

Very truly yours,

/s/ Kimberley S. Drexler
Kimberley S. Drexler

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

VIA EMAIL: shareholderproposals@sec.gov

Encls.

Copies w/encl. to:

Patrick Doherty

Director of Corporate Governance

State of New York

Office of the State Comptroller

Division of Corporate Governance

59 Maiden Lane—30th Floor

New York, NY 10038

Bradley Wideman

Vice President, Associate General Counsel and Assistant Secretary

Mylan Inc.

1000 Mylan Boulevard

Canonsburg, PA 15317

EXHIBIT A

THOMAS P. DINAPOLI
STATE COMPTROLLER



STATE OF NEW YORK
OFFICE OF THE STATE COMPTROLLER

DIVISION OF CORPORATE GOVERNANCE
59 Maiden Lane-30th Floor
New York, NY 10038
Tel: (212) 383-1428
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November 7, 2014

Joseph F. Haggerty
Executive Vice President, Chief Legal Officer
and Corporate Secretary
Mylan Inc.
1000 Mylan Boulevard
Canonsburg, Pennsylvania 15317

Dear Mr. Haggerty:

The Comptroller of the State of New York, Thomas P. DiNapoli, is the trustee of the New York State Common Retirement Fund (the "Fund") and the administrative head of the New York State and Local Retirement System. The Comptroller has authorized me to inform of his intention to offer the enclosed shareholder proposal for consideration of stockholders at the next annual meeting.

I submit the enclosed proposal to you in accordance with rule 14a-8 of the Securities Exchange Act of 1934 and ask that it be included in your proxy statement.

A letter from J.P. Morgan Chase, the Fund's custodial bank verifying the Fund's ownership of Mylan Inc. shares, continually for over one year, is enclosed. The Fund intends to continue to hold at least \$2,000 worth of these securities through the date of the annual meeting.

We would be happy to discuss this initiative with you. Should the Mylan Inc. board decide to endorse its provisions as company policy, the Comptroller will ask that the proposal be withdrawn from consideration at the annual meeting. Please feel free to contact me at (212) 383-1428 and or email at pdoherty@osc.state.ny.us should you have any further questions on this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Patrick Doherty', written over a white background.

Patrick Doherty
Director of Corporate Governance

POLICY ON DEATH PENALTY DRUGS

Whereas, public controversy and human rights concerns regarding the use of the death penalty have escalated in recent years, in particular after a 2014 execution in Oklahoma received considerable public attention due to its prolonged duration and the convict's apparently unexpected physical reaction after lethal injection drugs were administered;

Mylan's subsidiary Mylan Institutional manufactures rocuronium bromide, a drug that has been adopted by at least two states as being a substitute in lethal injections for the nationally scarce pancuronium bromide;

Public reports state that many of Mylan's peers in the pharmaceutical industry, including Hospira, APP Pharmaceutical, and Par Pharmaceutical, have taken steps to prevent their products from being utilized for lethal injections, but according to media reports, including NBC News [<http://www.nbcnews.com/storyline/lethal-injection/drug-maker-mylan-takes-70-million-hit-battle-over-lethal-n230051>] Mylan has not taken similar preventive actions;

International human rights groups have publicly called on pharmaceutical companies to take steps to prevent rocuronium bromide from being used in executions, and the Company has become a focus of public and media attention as one of the likely sources for lethal injection drugs;

Intense public outcry opposing the death penalty led the European Union to enact regulations in 2011 restricting the export of anesthetics used in lethal injection executions. As a result, states have been forced to look to domestic corporations, including Mylan, for alternative drugs. As Mylan has become identified in the death penalty controversy, it has been exposed to reputational risk, and has jeopardized its role and reputation as a provider of health oriented products. There is also the possibility of increased financial and legal risk to the Company resulting from the actual use of its products in executions;

Therefore be it Resolved that: Shareholders request that the Company issue a report at reasonable expense and excluding confidential information, describing the Company's policy position regarding whether the Company or its subsidiaries will provide products for purposes of aiding executions, and including an analysis of potential reputational risks associated with such policy position.

J.P.Morgan

Daniel F. Murphy

Vice President
CIB Client Service Americas

November 7, 2014

Mr. Joseph F. Haggerty
Executive Vice President, Chief Legal Officer and Corporate Secretary
Mylan, Inc.
1000 Mylan Boulevard
Canonsburg, PA 15317

Dear Mr. Haggerty:

This letter is in response to a request by The Honorable Thomas P. DiNapoli, New York State Comptroller, regarding confirmation from JP Morgan Chase that the New York State Common Retirement Fund has been a beneficial owner of Mylan Inc. continuously for at least one year as of and including November 7, 2014.

Please note that J.P. Morgan Chase, as custodian for the New York State Common Retirement Fund, held a total of 1,372,755 shares of common stock as of November 7, 2014 and continues to hold shares in the company. The value of the ownership stake continuously held by the New York State Common Retirement Fund had a market value of at least \$2,000.00 for at least twelve months prior to, and including, said date.

If there are any questions, please contact me or Miriam Awad at (212) 623-8481.

Regards,



Daniel F. Murphy

cc: Patrick Doherty – NSYCRF
Eric Shostal - NYSCRF