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

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): November 17, 2026

VIATRIS INC.

(Exact name of registrant as specified in its charter)

Delaware	001-39695	83-4364296
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1000 Mylan Boulevard, Canonsburg, Pennsylvania, 15317
(Address of Principal Executive Offices)

(724) 514-1800
(Registrant's telephone number, including area code)

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:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.01 per share	**VTRS**	**The NASDAQ Stock Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.01 Completion of Acquisition or Disposition of Assets.

As previously disclosed, on October 8, 2026, Viatris Inc., a Delaware corporation ("Viatris"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with Pacira BioSciences, Inc., a Delaware corporation ("Pacira"), and Peach Purchaser Sub Inc., a Delaware corporation and a wholly owned subsidiary of Viatris ("Purchaser").

Pursuant to the Merger Agreement, on October 30, 2026, Purchaser commenced a tender offer (the "Offer") to purchase all of the outstanding shares of common stock, par value $0.001 per share (the "Shares"), of Pacira for $36.50 per Share, in cash, net of applicable withholding taxes and without interest (the "Offer Price"), upon the terms and subject to the conditions set forth in the Merger Agreement.

On November 17, 2026, Viatris announced that the Offer and related withdrawal rights expired as scheduled at one minute after 11:59 p.m., Eastern Time, on November 16, 2026 (the "Expiration Time") and that immediately prior to the Expiration Time, based on the information provided by the depositary agent for the Offer, a total of 32,929,780 Shares were validly tendered (and not validly withdrawn) pursuant to the Offer, representing approximately 66.46% of the Shares outstanding immediately prior to the Expiration Time. Accordingly, the number of Shares validly tendered (and not validly withdrawn) pursuant to the Offer (excluding Shares tendered pursuant to guaranteed delivery procedures that have not yet been "received," as such term is defined in Section 251(h)(6)(f) of the General Corporation Law of the State of Delaware (the "DGCL"), by the "depository," as such term is defined in Section 251(h)(6)(c) of the DGCL), together with any Shares then owned by Purchaser and its affiliates, satisfied the Minimum Condition (as defined in the Merger Agreement), and all other conditions to the consummation of the Offer having been satisfied or waived, on November 17, 2026, Purchaser irrevocably accepted for payment all Shares that were validly tendered (and not validly withdrawn) pursuant to the Offer, and payment for such Shares will be made promptly in accordance with the terms of the Offer and the Merger Agreement.

Following the completion of the Offer, the remaining conditions to the Merger (as defined below) set forth in the Merger Agreement were satisfied or waived, and on November 17, 2026, pursuant to the terms of the Merger Agreement, Purchaser merged with and into Pacira, without a vote of the stockholders of Pacira in accordance with Section 251(h) of the DGCL, with Pacira continuing as the surviving corporation in the Merger and a wholly owned subsidiary of Viatris (the "Merger," and the date and time at which the Merger became effective is referred to as the "Effective Time"). Pursuant to the Merger Agreement, at the Effective Time, each Share issued and outstanding immediately prior to the Effective Time (other than Shares that were held (i) by Pacira or any of its subsidiaries (including in Pacira's treasury), (ii) by Viatris, Purchaser or any other wholly owned direct or indirect subsidiary of Viatris, which Shares were canceled and ceased to exist, and no consideration was delivered in exchange therefor, or (iii) by Pacira's stockholders who were entitled to demand appraisal rights under, and properly exercised and perfected their respective demands for appraisal of such Shares in the time and manner provided in, Section 262 of the DGCL and, as of the Effective Time, had neither effectively withdrawn nor lost their rights to such appraisal and payment under the DGCL) was converted into the right to receive the Offer Price, upon the terms and conditions set forth in the Merger Agreement.

The aggregate amount to be paid by Purchaser in the Offer and the Merger is approximately $1.69 billion, excluding related fees and expenses. Viatris and Purchaser will fund the acquisition of the Shares in the Offer and the Merger through a combination of cash on hand and short-term borrowings.

The foregoing description of the Merger Agreement and the related transactions does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by Viatris on October 8, 2026 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On November 17, 2026, Viatris issued a press release announcing, among other things, the consummation of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01 and in Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
2.1*	Agreement and Plan of Merger, dated as of October 8, 2026, by and among Pacira BioSciences, Inc., Viatris Inc. and Peach Purchaser Sub Inc., incorporated herein by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by Viatris Inc. on October 8, 2026
99.1	Press Release, dated November 17, 2026, issued by Viatris Inc.
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document

* Schedules, exhibits and similar attachments have been omitted pursuant to Item 601(a)(5) of Regulation S-K. Viatris hereby agrees to supplementally furnish to the SEC upon request any omitted schedule, exhibit or similar attachment to Exhibit 2.1.

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.

VIATRIS INC.

Date: November 17, 2026

By: /s/ *Matthew J. Maletta*
Matthew J. Maletta
Chief Legal Officer



Viatris Completes Acquisition of Pacira BioSciences

PITTSBURGH – Nov. 17, 2026 – Viatris Inc. ("Viatris") (Nasdaq: VTRS), a global healthcare company, today announced that it has completed its acquisition of Pacira BioSciences, Inc. ("Pacira") (Nasdaq: PCRX), a leader in non-opioid pain management. The transaction was first announced on Oct. 8, 2026.

"Today marks an important milestone in the execution of our strategy to strengthen our U.S. innovative medicines business," said **Scott A. Smith, CEO of Viatris**. "With Pacira now part of Viatris, we are bringing together complementary portfolios, capabilities and expertise to establish a leadership position in non-opioid pain management. We are excited to welcome our new Pacira colleagues as we create new opportunities to make a meaningful difference for patients and accelerate our path to sustained revenue and earnings growth."

Viatris' tender offer to purchase all of the issued and outstanding shares of common stock of Pacira, par value $0.001 per share (the "Shares"), for $36.50 per Share in cash, net of applicable withholding taxes and without interest, expired one minute after 11:59 p.m., Eastern Time, on Nov. 16, 2026 (the "Expiration Time"). Equiniti Trust Company, LLC, the depositary for the tender offer, has advised Viatris that approximately 32,929,780 Shares were validly tendered and not validly withdrawn in the tender offer, representing approximately 66.46% of the total outstanding Shares as of the Expiration Time. All conditions to the tender offer having been satisfied or waived on Nov. 17, 2026, Peach Purchaser Sub Inc. ("Purchaser"), a wholly owned subsidiary of Viatris, accepted for payment all Shares that were validly tendered and not validly withdrawn pursuant to the tender offer.

Following the consummation of the tender offer, Purchaser merged with and into Pacira in accordance with Section 251(h) of the General Corporation Law of the State of Delaware without a vote of Pacira's stockholders, with Pacira continuing as the surviving corporation of the merger and a wholly owned subsidiary of Viatris. In connection with the merger, the Shares that were not tendered in the tender offer were acquired by Viatris and converted into the right to receive the Offer Price. In connection with the completion of the transaction, the Shares will be delisted from the Nasdaq Global Select Market.

The Company expects the acquisition to contribute total revenues of between $90 million and $100 million for the remainder of 2026 (for the period from November 17, 2026 through December 31, 2026).

About Viatris

Viatris Inc. (Nasdaq: VTRS) is a global healthcare company whose mission is to empower people worldwide to live healthier at every stage of life. We meet the needs of patients around the world by acting decisively with ingenuity and resolve. Whether we're developing new medicines, working to maintain a resilient supply of needed therapies, or pursuing bold innovation, we strive to deliver solutions that are effective at scale and built to endure. We're purpose-built to make an impact with a broad portfolio that spans generics, value-added medicines, established brands and innovative medicines that address areas of significant unmet need. We are headquartered in the U.S., with global centers in Pittsburgh, Shanghai and Hyderabad, India. Learn more at viatris.com and investor.viatris.com, and connect with us on LinkedIn, Instagram, YouTube and X.

Forward-Looking Statements

This communication contains "forward-looking statements". These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may include, without limitation, statements about the transaction; the anticipated benefits of the transaction; that today marks an important milestone in the execution of our strategy to strengthen our U.S. innovative medicines business; with Pacira now part of Viatris, we are bringing together complementary portfolios, capabilities and expertise to establish a leadership position in non-opioid pain management; we are excited to welcome our new Pacira colleagues as we create new opportunities to make a meaningful difference for patients and accelerate our path to sustained revenue and earnings growth; the goals or outlooks with respect to Viatris' strategic initiatives and priorities, including but not limited to divestitures, acquisitions, strategic alliances, collaborations, or other potential transactions; the anticipated benefits of such strategic initiatives or priorities or restructuring activities; future opportunities for Viatris and its products; the outcomes of clinical trials and research studies; R&D and new product development; and any other statements regarding Viatris' future operations, financial or operating results, capital allocation, dividend policy and payments, share repurchases, debt ratio and covenants, anticipated business levels, future earnings, planned activities, anticipated growth, market opportunities, strategies, imperatives, competitions, commitments, confidence in future results, efforts to create, enhance or otherwise unlock value, and other expectations and targets for future periods. Forward-looking statements may often be identified by the use of words such as "will", "may", "could", "should", "would", "project", "believe", "anticipate", "expect", "plan", "estimate", "forecast", "potential", "pipeline", "intend", "continue", "target", "seek" and variations of these words or comparable words.

Because forward-looking statements inherently involve risks and uncertainties, actual future results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: the possibility that Viatris may not realize the intended benefits of, or achieve the intended goals or outlooks with respect to, its strategic initiatives and priorities; the possibility that Viatris may be unable to achieve the intended or expected benefits of its enterprise-wide strategic review and related cost-saving and restructuring activities within the expected timeframe or at all; the possibility that Viatris may be unable to achieve intended or expected benefits in connection with divestitures, acquisitions, strategic alliances, collaborations, or other transactions, or restructuring programs, within the expected timeframes or at all; the possibility that Viatris may not realize the anticipated benefits, synergies and operating efficiencies of the acquisition of Pacira; goodwill or impairment charges or other losses; success of clinical trials and Viatris' or its partners' ability to execute on new product opportunities and develop, manufacture and commercialize products; any changes in or difficulties with Viatris' manufacturing facilities, including with respect to short- or long-term shutdowns, inspections, remediation and restructuring activities, supply chain continuity, inventory management, or the ability to meet anticipated demand; Viatris' failure to achieve expected or targeted future financial and operating performance and results; the potential impact of natural or man-made disasters, public health outbreaks, fires, accidents, weather, unrest or other emergencies in regions where we or our partners or suppliers operate; actions and decisions of healthcare and pharmaceutical regulators; changes in relevant laws, regulations and policies and/or the application or implementation thereof, including but not limited to tax, healthcare and pharmaceutical laws, regulations and policies globally; the ability to attract, motivate and retain key personnel; Viatris' liquidity, capital resources and ability to obtain financing; any regulatory, legal or other impediments to Viatris' ability to bring new products to market; products in development that receive regulatory approval may not achieve expected levels of market acceptance, efficacy or safety; longer review, response and approval times as a result of evolving regulatory priorities and reductions in personnel at health agencies; the scope, timing and outcome of any ongoing legal proceedings, including government inquiries or investigations, and the impact of any such proceedings on Viatris; any significant breach of data security or data privacy or disruptions to Viatris' information technology systems; risks associated with having significant operations globally; the ability to protect Viatris' intellectual property and preserve intellectual property rights; changes in third-party relationships; the effect of any changes in Viatris' or its partners' customer and supplier relationships and customer purchasing patterns, including customer loss and business disruption being greater than expected following an adverse regulatory action, acquisition (including the Pacira acquisition) or divestiture; the impacts of competition, including decreases in sales or revenues as a result of the loss of market exclusivity for certain products; changes in the economic and financial conditions of Viatris (or its partners); uncertainties regarding future demand, pricing and reimbursement for Viatris' products; uncertainties and matters beyond the control of management, including but not limited to general political and economic conditions, wars or other conflicts, potential for adverse impacts from future tariffs and trade restrictions, inflation rates and global exchange rates; and inherent uncertainties involved in the estimates and judgments used in the preparation of financial statements, and the providing of estimates of financial measures, in accordance with U.S. GAAP and related standards or on an adjusted basis.

For more detailed information on the risks and uncertainties associated with Viatris, see the risks described in Part I, Item 1A of its Annual Report on Form 10-K for the year ended Dec. 31, 2025, Part II, Item 1A of its Quarterly Report on Form 10-Q for the three months ended Sept. 30, 2026, and its other filings with the U.S. Securities and Exchange Commission (the "SEC"). You can access Viatris' filings with the SEC through the SEC website at www.sec.gov or through Viatris' website, and Viatris strongly encourages you to do so. Viatris routinely posts information that may be important to investors on our website at investor.viatris.com, and we use this website address as a means of disclosing material information to the public in a broad, non-exclusionary manner for purposes of the SEC's Regulation Fair Disclosure (Reg FD). The contents of our website are not incorporated into this communication or our filings with the SEC. Viatris undertakes no obligation to update any statements herein for revisions or changes after the date of this communication other than as required by law.

Certain Key Terms
Revenue and Earnings: Refers to Total Revenues, Adjusted EBITDA and Adjusted EPS.

Non-GAAP Financial Measures
This communication includes the presentation and discussion of certain financial information that differs from what is reported under accounting principles generally accepted in the United States ("U.S. GAAP"). These non-GAAP financial measures, including, but not limited to, adjusted EBITDA and adjusted earnings per share ("EPS") are presented in order to supplement investors' and other readers' understanding and assessment of the financial performance of Viatris. Adjusted EBITDA refers to U.S. GAAP net earnings (loss) adjusted for income tax provision (benefit), interest expense and depreciation and amortization (to calculate EBITDA), and further adjusted for share-based compensation expense, litigation settlements and other contingencies, net, loss on divestitures of businesses, impairment of goodwill and restructuring, acquisition and divestiture-related and other special items. Adjusted EPS refers to adjusted net earnings (loss) divided by the weighted average number of diluted shares of common stock outstanding. Adjusted net earnings (loss) refers to U.S. GAAP net (loss) earnings adjusted for purchase accounting amortization; impairment of goodwill; litigation settlements and other contingencies, net; interest expense; loss on divestitures of businesses; acquisition and divestiture-related costs; restructuring costs; share-based compensation expense; other special items included in cost of sales, research and development expense, selling, general and administrative expense, other (income) expense, net; and tax effect of the above items and other income tax related items.

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