

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> Non <input type="checkbox"/> e	Entity Type
0001551152			Corporation
Name of Issuer			Limited Partnership
AbbVie Inc.			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
DELAWARE			Business Trust
Year of Incorporation/Organization			Other (Specify)
Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2012			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer
 AbbVie Inc.

Street Address 1	Street Address 2		
1 North Waukegan Road			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
North Chicago	ILLINOIS	60064-6400	847-932-7900

3. Related Persons

Last Name	First Name	Middle Name
Gonzalez	Richard	A.
Street Address 1	Street Address 2	
1 North Waukegan Road		
City	State/Province/Country	ZIP/PostalCode
North Chicago	ILLINOIS	60064-6400
Relationship: <input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Alpern	Robert	J.
Street Address 1	Street Address 2	
1 North Waukegan Road		
City	State/Province/Country	ZIP/PostalCode
North Chicago	ILLINOIS	60064-6400
Relationship: <input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
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Austin Roxanne S.
Street Address 1 **Street Address 2**
1 North Waukegan Road
City **State/Province/Country** **ZIP/PostalCode**
North Chicago ILLINOIS 60064-6400
Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name **First Name** **Middle Name**
Burnside William H.L.
Street Address 1 **Street Address 2**
1 North Waukegan Road
City **State/Province/Country** **ZIP/PostalCode**
North Chicago ILLINOIS 60064-6400
Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name **First Name** **Middle Name**
Liddy Edward M.
Street Address 1 **Street Address 2**
1 North Waukegan Road
City **State/Province/Country** **ZIP/PostalCode**
North Chicago ILLINOIS 60064-6400
Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name **First Name** **Middle Name**
Hart Brett J.
Street Address 1 **Street Address 2**
1 North Waukegan Road
City **State/Province/Country** **ZIP/PostalCode**
North Chicago ILLINOIS 60064-6400
Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name **First Name** **Middle Name**
Rapp Edward J.
Street Address 1 **Street Address 2**
1 North Waukegan Road
City **State/Province/Country** **ZIP/PostalCode**
North Chicago ILLINOIS 60064-6400
Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name **First Name** **Middle Name**
Tilton Glenn F.
Street Address 1 **Street Address 2**
1 North Waukegan Road
City **State/Province/Country** **ZIP/PostalCode**
North Chicago ILLINOIS 60064-6400

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Waddell	Frederick	H.
Street Address 1	Street Address 2	
1 North Waukegan Road		
City	State/Province/Country	ZIP/PostalCode
North Chicago	ILLINOIS	60064-6400

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Schumacher	Laura	J.
Street Address 1	Street Address 2	
1 North Waukegan Road		
City	State/Province/Country	ZIP/PostalCode
North Chicago	ILLINOIS	60064-6400

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Chase	William	J.
Street Address 1	Street Address 2	
1 North Waukegan Road		
City	State/Province/Country	ZIP/PostalCode
North Chicago	ILLINOIS	60064-6400

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Severino	Michael	E.
Street Address 1	Street Address 2	
1 North Waukegan Road		
City	State/Province/Country	ZIP/PostalCode
North Chicago	ILLINOIS	60064-6400

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Alban	Carlos	
Street Address 1	Street Address 2	
1 North Waukegan Road		
City	State/Province/Country	ZIP/PostalCode
North Chicago	ILLINOIS	60064-6400

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Gosebruch	Henry	

Street Address 1
1 North Waukegan Road

Street Address 2

City North Chicago **State/Province/Country** ILLINOIS **ZIP/PostalCode** 60064-6400

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Richmond **First Name** Timothy **Middle Name** J.

Street Address 1 1 North Waukegan Road **Street Address 2**

City North Chicago **State/Province/Country** ILLINOIS **ZIP/PostalCode** 60064-6400

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Saleki-Gerhardt **First Name** Azita **Middle Name**

Street Address 1 1 North Waukegan Road **Street Address 2**

City North Chicago **State/Province/Country** ILLINOIS **ZIP/PostalCode** 60064-6400

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Hurwich **First Name** Thomas **Middle Name** A.

Street Address 1 1 North Waukegan Road **Street Address 2**

City North Chicago **State/Province/Country** ILLINOIS **ZIP/PostalCode** 60064-6400

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|------------------------------|-------------------------|---------------------------|
| Agriculture | Health Care | Retailing |
| Banking & Financial Services | Biotechnology | Restaurants |
| Commercial Banking | Health Insurance | Technology |
| Insurance | Hospitals & Physicians | Computers |
| Investing | | Telecommunications |
| Investment Banking | X Pharmaceuticals | Other Technology |
| Pooled Investment Fund | | Travel |
| | Other Health Care | Airlines & Airports |
| | Manufacturing | Lodging & Conventions |
| | Real Estate | Tourism & Travel Services |
| | Commercial Construction | |

Is the issuer registered as an investment company under the Investment Company

Act of 1940?

Yes	No	REITS & Finance	Other Travel
Other Banking & Financial Services			Other
Business Services		Residential	
Energy		Other Real Estate	
Coal Mining			
Electric Utilities			
Energy Conservation			
Environmental Services			
Oil & Gas			
Other Energy			

5. Issuer Size

Revenue Range	OR Aggregate Net Asset Value Range
No Revenues	No Aggregate Net Asset Value
\$1 - \$1,000,000	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
X Over \$100,000,000	Over \$100,000,000
Decline to Disclose	Decline to Disclose
Not Applicable	Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not
(i), (ii) or (iii))

X

Rule 504 (b)(1)(i)
Rule 504 (b)(1)(ii)
Rule 504 (b)(1)(iii)
Rule 505
Rule 506(b)
Rule 506(c)
Securities Act Section
4(a)(5)

Investment Company Act Section 3(c)

Section 3(c)(1)	Section 3(c)(9)
Section 3(c)(2)	Section 3(c)(10)
Section 3(c)(3)	Section 3(c)(11)
Section 3(c)(4)	Section 3(c)(12)
Section 3(c)(5)	Section 3(c)(13)
Section 3(c)(6)	Section 3(c)(14)

Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2016-04-25 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? X Yes No

Clarification of Response (if Necessary): This offering is made in connection with the acquisition of Stemcentrx, Inc.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0USD

12. Sales Compensation

Recipient	Recipient CRD Number	X None
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$3,800,000,000USD or Indefinite

Total Amount Sold \$3,800,000,000USD

Total Remaining to be Sold \$0USD or Indefinite

Clarification of Response (if Necessary): AbbVie Inc. will issue 62.5 million shares of AbbVie common stock in the transaction. The total offering amount is calculated based on a fixed value of \$60.664 per share.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0USD Estimate

Finders' Fees \$0USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
AbbVie Inc.	/s/ William J. Chase	William J. Chase	EVP, Chief Financial Officer	2016-05-09

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.