

# Pfizer Registration Statement Relating To Pending Wyeth Acquisition Declared Effective By SEC

Wednesday, June 17, 2009 - 07:33pm

(BUSINESS WIRE)--Pfizer Inc today announced that the U.S. Securities and Exchange Commission (SEC) has declared effective Pfizer's Registration Statement on Form S-4. The Form S-4 registers with the SEC Pfizer's common stock to be issued in connection with the pending acquisition of Wyeth. In addition, the Form S-4 includes Wyeth's Proxy Statement for its annual meeting of stockholders to be held on July 20, 2009, at which Wyeth's stockholders will vote on the merger agreement with Pfizer.

The Registration Statement on Form S-4 is available on [www.pfizer.com](http://www.pfizer.com).

Completion of this transaction remains subject to the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 in the U.S., governmental and regulatory approvals in certain other jurisdictions, approval by the stockholders of Wyeth, and other usual and customary closing conditions. Subject to the satisfaction of the foregoing conditions, it is expected that the transaction will close at the end of the third quarter or during the fourth quarter of 2009.

## **Forward-Looking Statements**

This press release includes "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such statements may include, but are not limited to, statements about the benefits of the pending merger between Pfizer and Wyeth, including future financial and operating results, the combined company's plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Pfizer's and Wyeth's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Neither Pfizer nor Wyeth undertake any obligation to update publicly or revise any forward-looking statements. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the possibility that the expected synergies from the pending merger of Pfizer and Wyeth will not be realized, or will not be realized within the expected time period, due to, among other things, the impact of pharmaceutical industry regulation and pending legislation that could affect the pharmaceutical industry; the ability to obtain governmental and self-regulatory organization approvals of the merger on the proposed terms and schedule; the failure of Wyeth stockholders to approve the merger; the risk that the businesses will not be integrated successfully; disruption from the merger making it more difficult to maintain business and operational relationships; the possibility that the merger does not close, including, but not limited to, due to the failure to satisfy the closing conditions; Pfizer's and Wyeth's ability to accurately predict future market conditions; dependence on the effectiveness of Pfizer's and Wyeth's patents and other protections for innovative products; the risk of new and changing regulation and health policies in the U.S. and internationally and the exposure to litigation and/or regulatory actions. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in Pfizer's 2008

Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on February 27, 2009, Wyeth's 2008 Annual Report on Form 10-K, as amended, filed with the SEC on February 27, 2009, including in the "Risk Factors" section of each of these filings, and each company's other filings with the SEC available at the SEC's Internet site (<http://www.sec.gov>).

### **Additional Information**

In connection with the pending acquisition of Wyeth, Pfizer has filed with the SEC, and the SEC has declared effective, a Registration Statement on Form S-4 that includes a proxy statement of Wyeth that also constitutes a prospectus of Pfizer. Wyeth will mail the proxy statement/prospectus to its stockholders. Pfizer urges investors and security holders to read the proxy statement/prospectus regarding the pending acquisition because it contains important information. You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC's website ([www.sec.gov](http://www.sec.gov)). You may also obtain these documents, free of charge, from Pfizer's website, [www.pfizer.com](http://www.pfizer.com), under the tab "Investors" and then under the tab "SEC Filings." You may also obtain these documents, free of charge, from Wyeth's website, [www.wyeth.com](http://www.wyeth.com), under the heading "Investor Relations" and then under the tab "Financial Reports/SEC Filings." Pfizer, Wyeth and their respective directors, executive officers and certain other members of management and employees may be soliciting proxies from Wyeth stockholders in favor of the pending acquisition. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the Wyeth stockholders in connection with the pending acquisition is set forth in the proxy statement/prospectus. You can find information about Pfizer's executive officers and directors in its definitive proxy statement filed with the SEC on March 13, 2009. You can find information about Wyeth's executive officers and directors in its Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as amended by Wyeth's Annual Report on Form 10-K/A, filed with the SEC on February 27, 2009 and April 30, 2009, respectively, and the definitive proxy statement/prospectus for Wyeth's 2009 Annual Meeting of Shareholders, which was filed with the SEC on June 17, 2009. The information contained in Pfizer's or Wyeth's websites is not incorporated by reference and does not constitute a part of this press release.

Pfizer IncMedia:Joan Campion, 212-733-2798orInvestor:Suzanne Harnett, 212-733-8009