COMPANY NOTE

Company Update

USA | Healthcare | Pharmaceuticals

August 5, 2013

Jefferies

Price target \$38.00 Price \$30.94

Zoetis, Inc. (ZTS) Q2'13 Animal Tracker: Key Indicators Point To Solid Quarter for Zoetis

Key Takeaway

Investors have been nervous around potential weakness in Zoetis' Q2'13 results. Our analysis of its peers through the earnings season leads us to believe that consensus EPS expectations of 36c are readily achievable. Revenue growth expectations of c3% look more challenging in the face of weighted average peer growth of c2%, though we believe that Zoetis' over-exposure in Production Animals should help here.

Emerging Markets could provide upside surprise: Novartis (NOVN VX, CHF67.55, Buy) and Sanofi (SAN FP, €76.36, Buy) both reported double-digit growth in Emerging Market Animal Health sales. Additionally, Zoetis management stated that the CLAR segment driven by Brazil and Canada started seeing signs of growth in Production Animal segments at the end of Q1'13. We currently model modest growth rates of 2.2% and 1.9% in the APAC and CLAR regions, respectively, in Q2'13.

Production Animals stabilizing: Eli Lilly (LLY, \$53.88, Hold) management stated that they have noted some stabilization in the US Production Animal segment after reporting a drag in Q1'13. Sanofi also saw strong growth in this segment. The only weak spot noted in competitor results, was a weaker performance from Merck & Co. (MRK, \$48.54, Buy) in Porcine, though this only drives 13% of Zoetis' revenues and is underexposed versus the industry overall (c18%). Production Animals represents c66% of Zoetis' revenue base.

Companion Animal dynamics largely irrelevant to Zoetis: Companion Animal sales represent c34% of Zoetis' revenue base. Whilst this segment was once again the most volatile amongst Zoetis' peers in Q2'13, this appeared to be due to company-specific factors related to either relaunches, generics or product withdrawals in various anti-paraciticide franchises. Sanofi was most negatively impacted in this regard as Frontline sales declined, whilst Novartis saw a strong rebound in this segment from product relaunches.

Reiterate Buy; Shorts could get squeezed on Q2'13 earnings: We reiterate our Buy recommendation on Zoetis and believe that short positions could get squeezed even if it reports even in-line results tomorrow. We see upside surprise potential on margins in particular in 2013/14E and see a decent entry point here ahead of Q2'13 numbers.

Valuation/Risks

Valuation: Our \$38 PT is derived from PEG/ PE-relative and DCF valuation. Risks: Patent expiries; cost saving; legislation; R&D; manufacturing; pricing; weather; epidemics; M&A.

USD	Prev.	2012A	Prev.	2013E	Prev.	2014E	Prev.	2015
Rev. (B)		4.3		4.5		4.8		5.1
EV/Rev		4.3x		4.1x		3.8x		3.6x
EBITDA (B)		1.1		1.3		1.5		1.6
EV/EBITDA		16.7x		14.1x		12.3x		11.5x
Dividend		0.00		0.26		0.30		0.33
Div. Yield		0.00%		0.84%		0.97%		1.07%
PE Relative to Local Market		194%		146%		137%		139%
Consensus				1.40		1.62		1.82
EPS								
FY Dec		1.08		1.42		1.68		1.82
FY P/E		28.6x		21.8x		18.4x		17.0x

Financial Summary	
Net Debt (MM):	\$2,905.0
Market Data	
52 Week Range:	\$35.42 - \$26.00
Total Entprs. Value (MM):	\$18,375.0
Market Cap. (MM):	\$15 <i>,</i> 470.0
Shares Out. (MM):	500.0
Float (MM):	500.0
Avg. Daily Vol.:	8,163,709

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Price Performance

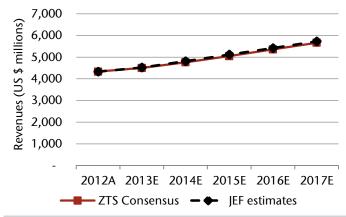


Forecast Changes, Financial Models, and Catalysts

Company	Q2'13 Operational sales growth (% YoY)	Comments
Sanofi	-5.7%	Weak parasiticide (Frontline) sales in US due to competition and weather partially offset by growth in Emerging markets and production animal . Heavily weighted in Companion Animals (c60% of sales)
Merck	1.0%	Growth driven by companion animal and poultry partially offset by weakness in porcine; tough PY comps
Virbac	1.3%	Difficult macroeconomic environment in addition to unfavorable weather conditions in EU; Parasiticide, Iverhart withdrawal in the US. Heavily weighted to EU (c60% of sales) and Companion Animals (c60% of sales).
Vetoquinol	1.4%	Heavily weighted in Europe (c60% of sales); Companion sales growth from launch of Zylkene (nutritional supplement) partially offset by Livestock decline; EU grew modestly in Q2 whilst Asia/Pacific and Americas declined
Bayer	2.5%	Growth due to launch of a new flea and tick collar (Seresto) that was partially offset by a slower growth of flea, tick and worm product in the US due to unfavorable weather conditions; Heavily weighted in companion animals (c60% of sales)
Lilly	8.0%	US sales growth due to parasiticide Trifexis growth. Ex-US growth due to companion animal sales growth. Stabilization in production animal segments compared to Q1 drag. Heavily weighted to production animals (c90%).
Novartis	11.0%	North America growth from a market resumption of a Companion animal parasiticide; Mid-single digit growth in Europe due to growth from a companion animal worm product and a food animal anti-infective; Emerging market delivered double-digit growth; Weighted to Companion Animal (c65%)
Mean (unweighted)	2.8%	
Mean (Weighted)	1.9%	

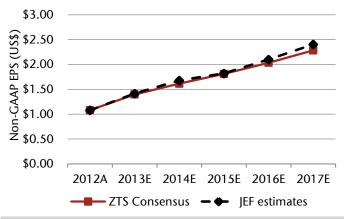
Source: Jefferies, company data





Source: Thomson One, Jefferies estimates

Exhibit 3: Jefferies EPS estimates versus consensus for Zoetis, 2012A-2017E (\$)



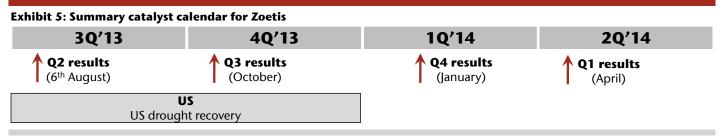
Source: Thomson One, Jefferies estimates

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Exhibit 4: Zoetis Q2 2013E key product and income statement variation sheet									
(\$) millions	2Q:12A	2Q:13E	YoY %	Cons.	Jefferies Comments on 2Q:13E estimate				
US	421	440	4%		Poultry & Companion Anima growth, livestock stabilization				
EuAfME	283	287	1%		Unfavorable macroeconomic and weather conditions				
CLAR	211	215	2%		Strength in Canada cattle & Latin America Companion Animals				
APAC	179	183	2%		Indian regulatory issues resolution and Australia & Asia growth				
Net sales	1,094	1,125	3%	1,128	FX -0.2%				
COGS	382	402	5%	402					
Gross profit	712	723	2%	726					
SG&A	332	340	2%	349	Expect margin expansion				
R&D	94	90	-4%	94	Expect R&D spend to be flat				
Amortization of intangible assets	3	4	28%						
Other (income)/Expenses	3	(8)	-367%						
Total Operating Expenses	432	426	-1%						
Operating Profit	280	298	6%	283	Higher revenues with flat growth in expenses				
Net interest (income)/expense	1	31	3032%		Higher interest expense from debt raising in Jan 2013				
Pretax Income	230	266	16%	252					
Taxes	77	79	2%						
Tax rate	33.5%	29.5%	-398bps		Expect lower tax rate compared to previous quarters				
Net Income/(loss) before non-	153	188	23%						
controlling interests									
Less: NI attributable to non-	2	1	-50%						
controlling interests									
Net income	151	187	24%	178					
DILUTED EPS	\$0.31	\$0.37	21%	\$0.36	Higher revenues and lower tax rate expected				
Basic shares outstanding	500	500	0%						
Weighted avg. diluted shares	500	505	1%						
outstanding									
Dividend per share	na	0.07							
Margin Analysis	2Q:12A	2Q:13E	YoY						
COGS	34.9%	35.7%	+79bps	35.6%					
Gross margin	65.1%	64.3%	-79bps	64.4%					
SG&A	32.1%	30.2%	-189bps	30.9%					
R&D	8.3%	8.0%	-31bps	8.3%					
Total Operating Expenses	40.0%	37.8%	-220bps						
Operating margin	25.0%	26.5%	+142bps	25.1%					
Pretax margin	24.3%	23.7%	-64bps	22.3%					
Net margin	17.4%	16.6%	-76bps	15.8%					

Source: Jefferies estimates



Source: Jefferies research, company data

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Exhibit 6: Key glo (\$) millions	2012A	2013E	2014E	2015E	2016E	2017E	Incr. abs.	CAGR
(3) 1111110113	2012A	20131	2014	2013L	20101	20171	'12A-'17E	'12A-'17E
Total Sales	4,336	4,523	4,815	5,120	5,419	5,731	1,395	5.7%
U.S.	1,776	1,875	1,985	2,094	2,199	2,309	533	5.4%
ex-US	2,560	2,648	2,830	3,025	3,219	3,421	861	6.0%
YOY growth (%)	2%	4%	6%	6%	6%	6%		
Underlying growth	6%	5%	7%	6%	6%	6%		
Acquisition	0%	0%	0%	0%	0%	0%		
Divested products	0%	0%	0%	0%	0%	0%		
FX	-3%	0%	0%	0%	0%	0%		
US	1,776	1,875	1,985	2,094	2,199	2,309	533	5.4%
YOY growth (%)	7%	6%	6%	5%	5%	5%		
Underlying growth	7%	6%	6%	5%	5%	5%		
Acquisition	0%	0%	0%	0%	0%	0%		
Divested products	0%	0%	0%	0%	0%	0%		
FX	0%	0%	0%	0%	0%	0%		
EuAfME	1,096	1,139	1,197	1,257	1,314	1,373	277	4.6%
YOY growth (%)	-4%	4%	5%	5%	5%	4%		
Underlying growth	3%	3%	5%	5%	5%	4%		
Acquisition	0%	0%	0%	0%	0%	0%		
Divested products	0%	0%	0%	0%	0%	0%		
FX	-7%	1%	0%	0%	0%	0%		
CLAR	769	792	858	936	1,011	1,086	317	7.2%
YOY growth (%)	-2%	3%	8%	9%	8%	8%		
Underlying growth	6%	5%	9%	9%	8%	8%		
Acquisition	0%	0%	0%	0%	0%	0%		
Divested products	0%	0%	0%	0%	0%	0%		
FX	-8%	-2%	0%	0%	0%	0%		
APAC	695	717	775	833	895	962	267	6.7%
YOY growth (%)	8%	3%	8%	8%	8%	8%		
Underlying growth	8%	5%	9%	8%	8%	8%		
Acquisition	0%	0%	0%	0%	0%	0%		
Divested products	0%	0%	0%	0%	0%	0%		
FX	0%	-2%	0%	0%	0%	0%		

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(\$) millions	2012A	2013E	2014E	2015E	2016E	2017E	Incr. abs. '12A-'17E	CAGR '12A-'17E
Net sales	4,336	4,523	4,815	5,120	5,419	5,731	1,395	5.7%
COGS	1,549	1,602	1,675	1,819	1,903	1,988	439	5.1%
Gross profit	2,787	2,921	3,140	3,301	3,516	3,742	955	6.1%
SG&A	1,450	1,406	1,430	1,488	1,517	1,548	98	1.3%
R&D	399	393	405	421	429	438	39	1.9%
Amortization (Intangible Assets)	15	15	16	15	17	15	(0)	-0.3%
Other (income)/Expenses	(19)	(22)	(32)	(32)	(32)	(32)	(13)	11.0%
Total Operating Expenses	1,845	1,792	1,819	1,892	1,931	1,969	123	1.3%
Operating Profit	942	1,129	1,321	1,410	1,585	1,773	832	13.5%
EBITDA	1,099	1,291	1,483	1,571	1,744	1,928	829	11.9%
Net interest (income)/expense	31	114	120	116	104	90	59	23.7%
Pretax Income	911	1,015	1,202	1,294	1,481	1,683	773	13.1%
Taxes	372	298	350	371	417	466	94	4.6%
Tax rate	40.8%	29.4%	29.2%	28.7%	28.2%	27.7%	(1,313)bps	
NI before non-control. Int.	539	717	851	923	1,064	1,218	679	17.7%
Less: NI attrib to non-control int.	-	3	4	4	4	4	4	
Net income	539	714	847	919	1,060	1,214	675	17.6%
DILUTED EPS	\$1.08	\$1.42	\$1.68	\$1.82	\$2.10	\$2.41	\$1.33	17.4%
Wt. avg. dil. shares outstanding	500	505	505	505	505	505	7 - 10 -	
Dividend per share	na	0.26	0.30	0.33	0.38	0.43		
- · · · · · · · · · · · · · · · · · · ·		0.120	0.50	0.00	0.50	0.15		
Margin Analysis	2012A	2013E	2014E	2015E	2016E	2017E		
COGS	35.7%	35.4%	34.8%	35.5%	35.1%	34.7%		
Gross margin	64.3%	64.6%	65.2%	64.5%	64.9%	65.3%	102 bps	
SG&A	33.4%	31.1%	29.7%	29.1%	28.0%	27.0%	(643)bps	
R&D	9.2%	8.7%	8.4%	8.2%	7.9%	7.6%	(156)bps	
Total Operating Expenses	42.6%	39.6%	37.8%	36.9%	35.6%	34.4%	(820)bps	
Operating margin	21.7%	25.0%	27.4%	27.5%	29.2%	30.9%	923 bps	
EBITDA margin	25.4%	28.5%	30.8%	30.7%	32.2%	33.7%	830 bps	
Pretax margin	21.0%	22.4%	25.0%	25.3%	27.3%	29.4%	838 bps	
Net margin	12.4%	15.8%	17.6%	17.9%	19.6%	21.2%	875 bps	
Dividend Payout ratio	na	18.4%	18.0%	18.0%	18.0%	18.0%		
		2222			2245			
YOY % Change	2012A	2013E	2014E	2015E	2016E	2017E		
Net sales	2%	4%	6%	6%	6%	6%		
COGS	-2%	3%	5%	9%	5%	5%		
Gross profit	5%	5%	8%	5%	7%	6%		
SG&A	0%	-3%	2%	4%	2%	2%		
R&D	-2%	-1%	3%	4%	2%	2%		
Operating income	17%	20%	17%	7%	12%	12%		
EBITDA	na	17%	15%	6%	11%	11%		
Pretax income	18%	11%	18%	8%	14%	14%		
	7%	32%	19%	8%	15%	15%		
Net income Diluted EPS	7% 7%	31%	19%	8%	15%	15%		

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Exhibit 8: Summary Balance (\$) millions	2012A	2013E	2014E	2015E	2016E	2017E
Cash and short-term investments	2012A 317	583				
Cash and cash equivalents	317	583	1,129 1,129	1,762 1,762	2,260 2,260	2,883 2,883
Short-term investments	317	363	1,129	1,702	2,200	2,003
Accounts receivable	900	977	1,049	1,116	1,182	1,250
Inventories	1,345	1,283	1,366	1,483	1,553	1,623
Other current assets	302	511	511	511	511	511
Prepaid expenses and taxes	101	101	101	101	101	101
Other	201	410	410	410	410	410
Current assets	2,864	3,354	4,055	4,872	5,505	6,268
Current assets	2,004	3,334	4,033	4,672	3,303	0,200
Net PPE	1,241	1,192	1,216	1,190	1,167	1,147
Goodwill and intangible items	1,853	1,793	1,731	1,671	1,611	1,557
Other non-current assets	304	123	123	123	123	123
Total Assets	6,262	6,462	7,125	7,856	8,407	9,094
Short-term debt	73	6	6	6	6	6
Payables and accrued expenses	543	502	525	555	580	605
Accounts payable	319	296	312	337	353	369
Income taxes payable	30	41	49	53	62	71
Accrued comp. and rel. items	194	132	132	132	132	132
Other current liabilities	507	792	792	792	792	792
Current liabilities	1,123	1,300	1,323	1,353	1,378	1,403
Long torm dobt	509	3,540	3,540	3,440	3,040	2,640
Long-term debt Other non-current liabilities	589	491	491	491	491	491
Deferred taxes and credits	323	337	337	337	337	337
Other	266	154	154	154	154	154
Total Liabilities	2,221	5,331	5,354	5,284	4,909	4,534
Total Liabilities	2,221	3,331	3,334	3,204	4,909	4,334
Preferred stock (carrying value)	-	5	5	5	5	5
Business unit equity	4,183	-	_	-	_	_
Equity attrib. to non-control. Int.	15	15	15	15	15	15
Common equity	(157)	1,111	1,751	2,552	3,478	4,540
Retained earnings	-	420	1,060	1,861	2,787	3,849
Other comprehensive	(157)	(121)	(121)	(121)	(121)	(121)
Shareholders' Equity	4,041	1,131	1,771	2,572	3,498	4,560
Total Liabilities and Equity	6,262	6,462	7,125	7,856	8,407	9,094
iotai Liavilities and Equity	0,202	0,402	7,123	7,030	0,407	9,094
Net Debt	265	2,963	2,417	1,684	786	(237)

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(\$) millions	2012A	2013E	2014E	2015E	2016E	2017E
Pro forma net income	539	714	847	919	1.060	1,214
Adj. for excluded gains (charges)	(103)	(200)	(116)	(15)	(17)	(15)
Net income (GAAP)	436	514	731	904	1,043	1,199
Adj. to reconcile NI before noncontrol int.	167	264	252	250	246	238
Depreciation and amortization	200	209	208	206	202	194
Depreciation	142	146	146	146	143	140
Amortization (purchase accounting)	53	47	47	45	43	39
Share-based compensation expense	28	44	44	44	44	44
Asset write-offs and impairments	10	3	-	-	-	-
Net gains on sales of assets	-	-	-	-	-	-
Deferred taxes	(74)	7	-	-	-	-
Other non-cash adjustments	3	1	-	-	-	-
Change in assets & liab., net of acq & divest.	(149)	(216)	(132)	(155)	(111)	(113)
Net cash from operating activities	454	562	852	999	1,179	1,324
Capital expenditures	(123)	(88)	(170)	(120)	(120)	(120)
Other	(12)	-	-	-	-	-
Net cash from investing activities	(135)	(88)	(170)	(120)	(120)	(120)
Net change in short-term debt	-	6	-	-	-	-
Net change in long-term debt	-	67	-	(100)	(400)	(400)
Cash dividends paid	(63)	-	(136)	(146)	(161)	(180)
Net common stock transactions	-	(281)	-	-	-	-
Net financing activities with Pfizer	(15)	(281)	-	-	-	-
Net cash from financing activities	(78)	(208)	(136)	(246)	(561)	(580)
Effect of exchange rates	(3)	-	-	-	-	-
Net increase in cash	238	266	546	632	498	623
Cash at beginning of period	79	317	583	1,129	1,762	2,260
Cash at end of period	317	583	1,129	1,762	2,260	2,883

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Company Description

Zoetis, Inc. is a global leader in the discovery, development, manufacture and commercialization of animal health medicines and vaccines, with a focus on both livestock and companion animals. Zoetis represents the largest animal health business in the world, with over \$4.2bn in revenue in 2011.

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Within the past 12 months, Jefferies Group LLC, its affiliates or subsidiaries has received compensation from investment banking services from Zoetis, Inc..

Within the past twelve months, Zoetis, Inc. has been a client of Jefferies LLC and investment banking services are being or have been provided. Jefferies Group LLC, its affiliates or subsidiaries has acted as a manager or co-manager in the underwriting or placement of securities for Zoetis, Inc. or one of its affiliates within the past twelve months.

Within the past 12 months, Jefferies Group LLC, its affiliates or subsidiaries has received compensation from investment banking services from Novartis AG.

Within the past twelve months, Novartis AG has been a client of Jefferies LLC and investment banking services are being or have been provided.

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Buy - Describes stocks that we expect to provide a total return (price appreciation plus yield) of 15% or more within a 12-month period.

Hold - Describes stocks that we expect to provide a total return (price appreciation plus yield) of plus 15% or minus 10% within a 12-month period. Underperform - Describes stocks that we expect to provide a total negative return (price appreciation plus yield) of 10% or more within a 12-month period.

The expected total return (price appreciation plus yield) for Buy rated stocks with an average stock price consistently below \$10 is 20% or more within a 12-month period as these companies are typically more volatile than the overall stock market. For Hold rated stocks with an average stock price consistently below \$10, the expected total return (price appreciation plus yield) is plus or minus 20% within a 12-month period. For Underperform rated stocks with an average stock price consistently below \$10, the expected total return (price appreciation plus yield) is minus 20% within a 12-month period.

NR - The investment rating and price target have been temporarily suspended. Such suspensions are in compliance with applicable regulations and/or Jefferies policies.

CS - Coverage Suspended. Jefferies has suspended coverage of this company.

NC - Not covered. Jefferies does not cover this company.

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ZTS
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Valuation Methodology

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Conviction List Methodology

- 1. The aim of the conviction list is to publicise the best individual stock ideas from Jefferies Global Research
- 2. Only stocks with a Buy or Underperform rating are allowed to be included in the recommended list.
- 3. Stocks are screened for minimum market capitalisation and adequate daily turnover. Furthermore, a valuation, correlation and style screen is used to ensure a well-diversified portfolio.
- 4. Stocks are sorted to a maximum of 30 stocks with the maximum country exposure at around 50%. Limits are also imposed on a sector basis.
- 5. Once a month, analysts are invited to recommend their best ideas. Analysts' stock selection can be based on one or more of the following: non-Consensus investment view, difference in earnings relative to Consensus, valuation methodology, target upside/downside % relative to the current stock price. These are then assessed against existing holdings to ensure consistency. Stocks that have either reached their target price, been downgraded over the course of the month or where a more suitable candidate has been found are removed.
- 6. All stocks are inserted at the last closing price and removed at the last closing price. There are no changes to the conviction list during the month.
- 7. Performance is calculated in US dollars on an equally weighted basis and is compared to MSCI World AC US\$.
- 8. The conviction list is published once a month whilst global equity markets are closed.
- 9. Transaction fees are not included.
- 10. All corporate actions are taken into account.

Risk which may impede the achievement of our Price Target

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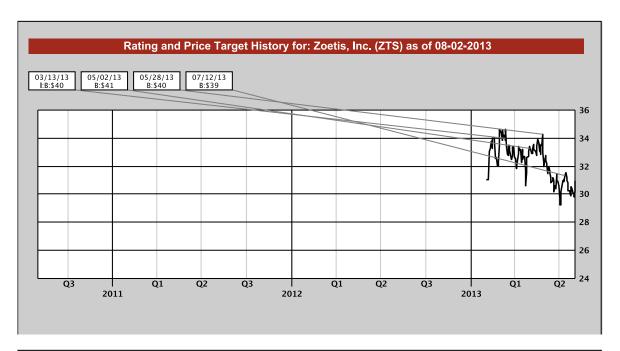
Other Companies Mentioned in This Report

Eli Lilly & Co. (LLY: \$53.88, HOLD)Merck & Co. (MRK: \$48.54, BUY)

• Novartis AG (NOVN VX: CHF67.55, BUY)

Sanofi (SAN FP: €76.36, BUY)
 Zoetis, Inc. (ZTS: \$30.94, BUY)

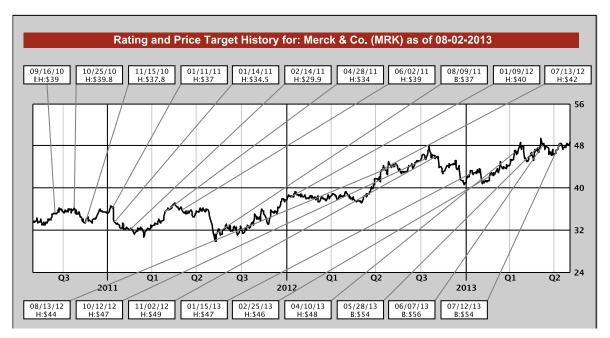
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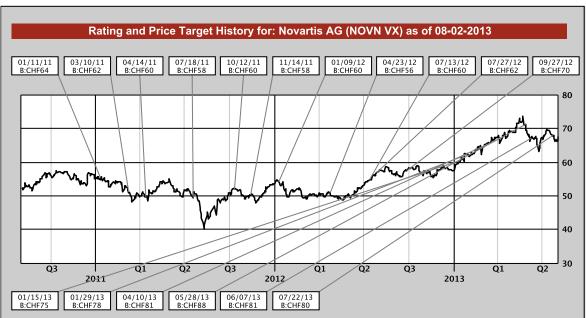




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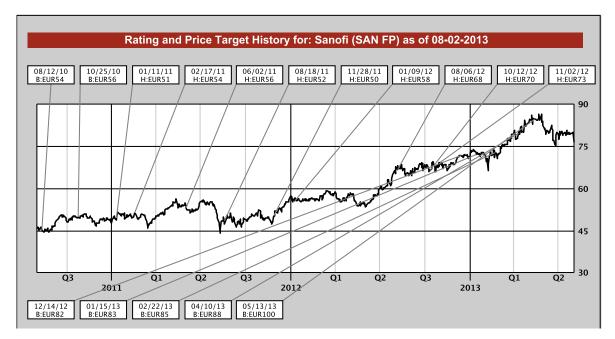
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Distribution of Ratings

			IB Serv./Past 12 Mos.		
Rating	Count	Percent	Count	Percent	
BUY	786	46.95%	165	20.99%	
HOLD	750	44.80%	114	15.20%	
UNDERPERFORM	138	8.24%	1	0.72%	

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