

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2 to
SCHEDULE TO
(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

West Pharmaceutical Services, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

4.00% CONVERTIBLE JUNIOR SUBORDINATED DEBENTURES DUE 2047

(Title of Class of Securities)

955306 AA 3

(CUSIP Number of Class of Securities)

John R. Gailey III, Esq.
Vice President, General Counsel and Secretary
West Pharmaceutical Services, Inc.
101 Gordon Drive
Lionville, PA 19341
(610) 594-2900

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Kelly Tubman Hardy, Esq.
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CALCULATION OF FILING FEE

Transaction Valuation(*)	Amount of Filing Fee(**)
\$172,238,135	\$19,738.49

(*) Determined in accordance with Rule 0-11(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). This Transaction Valuation assumes, solely for purposes of calculating the Filing Fee for this Schedule TO, that all 4.00% Convertible Junior Subordinated Debentures Due 2047 (the "Debentures") of West Pharmaceutical Services, Inc. (the "Company") outstanding as of May 7, 2012 will be purchased pursuant to the Offer at the maximum purchase price of \$1,066.49 in cash per \$1,000 principal amount of Debentures. As of May 7, 2012, there was \$161,500,000 aggregate principal amount of Debentures outstanding.

(**) The amount of the filing fee is calculated in accordance with Rule 0-11 under the Exchange Act, by multiplying the Transaction Valuation by 0.00011460.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$19,738.49
Form or Registration No.: Schedule TO
Filing Party: West Pharmaceutical Services, Inc.
Date Filed: May 8, 2012

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") originally filed with the Securities and Exchange Commission (the "SEC") by West Pharmaceutical Services, Inc., a Pennsylvania corporation (the "Company"), on May 8, 2012 as amended by Amendment No. 1 filed with the SEC by the Company on June 4, 2012 pursuant to Rule 13e-4 under the Securities Exchange Act of 1934 (the "Exchange Act"), in connection with the Company's offer to purchase for cash any and all of its outstanding 4.00% Convertible Junior Subordinated Debentures Due 2047 (the "Debentures") upon the terms and subject to the conditions set forth in the Company's Offer to Purchase, dated May 8, 2012 (the "Offer to Purchase"), and the related Letter of Transmittal (the "Letter of Transmittal," and together with the Offer to Purchase, the "Offer"), each of which was previously filed as an exhibit to the Schedule TO.

This Amendment No. 2 is the final amendment to the Schedule TO and reports the results of the Offer.

Only those items amended are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged and this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO, Amendment No. 1, or in the Offer to Purchase or the Letter of Transmittal. You should read this Amendment No. 2 together with the Schedule TO, as amended by Amendment No. 1, the Offer to Purchase and the Letter of Transmittal.

Item 1. Summary Term Sheet

The information set forth under "Summary Terms of the Offer" in the Offer to Purchase and Item 1 of the Schedule TO, to the extent Item 1 incorporates by reference the information contained in the Offer to Purchase, is hereby amended and supplemented by adding the following:

The Offer expired at 12:00 midnight, New York City time, on June 5, 2012. As of the expiration of the Offer, \$158,364,000 in aggregate principal amount of Debentures, representing approximately 98.06% of the aggregate outstanding principal amount of Debentures, were validly tendered and not properly withdrawn. The Company has accepted for purchase all Debentures that were validly tendered and not properly withdrawn. As previously announced by the Company, the purchase price per \$1,000 principal amount of Debentures is \$1,038.91. The Company expects to settle the Offer on June 11, 2012 and to pay an aggregate of approximately \$166.0 million (including accrued but unpaid interest to the settlement date) to purchase all of the Debentures that were validly tendered and not properly withdrawn.

Item 4. Terms of the Transaction.

The Offer to Purchase and Item 4(a) of the Schedule TO, to the extent Item 4(a) incorporates by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by the information set forth above under Item 1, which information is incorporated by reference.

Item 7. Source and Amount of Funds or Other Consideration.

The information set forth under "The Offer—Source and Amount of Funds" in the Offer to Purchase and Items 7(a) and (d) of the Schedule TO, to the extent such items incorporate by reference the information contained in the Offer to Purchase, is hereby amended and supplemented by the information set forth above under Item 1, which information is incorporated by reference.

Item 12. Material to be Filed as Exhibits.

Item 12 is hereby amended and supplemented to add the following exhibit:

(a)(1)(E) Press Release dated June 6, 2012.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 6, 2012.

By: /s/ WILLIAM J. FEDERICI

William J. Federici
Vice President and Chief Financial Officer

INDEX TO EXHIBITS

- (a)(1)(A) Offer to Purchase dated May 8, 2012.*
- (a)(1)(B) Form of Letter of Transmittal.*
- (a)(1)(C) Press Release dated May 8, 2012.*
- (a)(1)(D) Press Release dated June 1, 2012.*
- (a)(1)(E) Press Release dated June 6, 2012.

- (b)(1) Credit Agreement, dated as of April 27, 2012, between the Company, certain of its subsidiaries, the lenders party thereto from time to time, PNC Bank, National Association, as Administrative Agent, Bank of America, N.A., Wells Fargo Bank, National Association, Citizens Bank of Pennsylvania and U.S. Bank, National Association, as Syndication Agents and PNC Capital Markets, LLC, as Sole Lead Arranger (incorporated herein by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 3, 2012).

- (d)(1) 1999 Non-Qualified Stock Option Plan for Non-Employee Directors, effective as of April 27, 1999 (now terminated) (incorporated herein by reference from Exhibit (10)(c) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999).

- (d)(2) Indenture, dated as of March 14, 2007, between the Company and U.S. Bank National Association (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on March 14, 2007).

- (d)(3) Supplemental Indenture, dated as of March 14, 2007, between the Company and U.S. Bank National Association, dated March 14, 2007 (including Form of Debenture) (incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the SEC on March 14, 2007).

- (d)(4) Amendment No. 1 to 1999 Non-Qualified Stock Option Plan for Non-Employee Directors, effective October 30, 2001 (incorporated herein by reference to Exhibit (10)(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).

- (d)(5) Form of Second Amended and Restated Change-in-Control Agreement between the Company and certain of its executive officers dated as of March 25, 2000 (incorporated herein by reference to Exhibit (10)(b) to the Company's Quarterly Report on Form 10-Q report for the quarter ended March 31, 2000).

- (d)(6) Form of Amendment No. 1 to Second Amended and Restated Change-in-Control Agreement dated as of May 1, 2001 between the Company and certain of its executive officers (incorporated herein by reference to Exhibit (10)(k)(2) to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).

- (d)(7) Form of Amendment No. 2 to Second Amended and Restated Change-in-Control Agreement between the Company and certain of its executive officers, dated as of various dates in December 2008 (incorporated herein by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008).

- (d)(8) Schedule of agreements with executive officers (incorporated herein by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008).

- (d)(9) Change-in-Control Agreement, dated as of January 21, 2011, between the Company and Jeffrey C. Hunt. (incorporated herein by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K for the year ended December 31, 2011, as amended).

- (d)(10) Non-Competition Agreement, dated as of October 5, 1994, between the Company and Steven A. Ellers (incorporated herein by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the year ended December 31, 2007).

- (d)(11) Employment Agreement, dated as of April 30, 2002, between the Company and Donald E. Morel, Jr. (incorporated herein by reference to Exhibit (10)(c) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002).
- (d)(12) Amendment No. 1 to the Employment Agreement between the Company and Donald E. Morel, Jr., dated as of December 19, 2008 (incorporated herein by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
- (d)(13) Non-Qualified Stock Option Agreement, dated as of April 30, 2002 between the Company and Donald E. Morel, Jr. (incorporated herein by reference to Exhibit (10)(d) to the Company's 10-Q report for the quarter ended September 30, 2002).
- (d)(14) Indemnification Agreement, dated as of January 5, 2009 between the Company and Donald E. Morel, Jr. (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on January 6, 2009).
- (d)(15) Supplemental Employees' Retirement Plan, as amended and restated effective January 1, 2008 (incorporated herein by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
- (d)(16) Non-Qualified Deferred Compensation Plan for Designated Employees, as amended and restated effective January 1, 2008 (incorporated herein by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
- (d)(17) Deferred Compensation Plan for Outside Directors, as amended and restated effective January 1, 2008 (incorporated herein by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
- (d)(18) 1998 Key Employee Incentive Compensation Plan, dated March 10, 1998 (now terminated) (incorporated herein by reference to Exhibit (10)(y) to the Company's Annual Report on Form 10-K for the year ended December 31, 1997).
- (d)(19) Amendment No. 1 to 1998 Key Employees Incentive Compensation Plan, effective October 30, 2001 (incorporated herein by reference to Exhibit (10)(s) to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).
- (d)(20) West Pharmaceutical Services, Inc. 2011 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 6, 2011).
- (d)(21) Omnibus Incentive Compensation Plan effective as of May 1, 2007 (incorporated herein by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed with the SEC on May 4, 2007).
- (d)(22) Stock-Based Compensation Plan (now terminated) (incorporated herein by reference to Appendix B to the Company's Proxy Statement for the 2004 Annual Meeting of Shareholders filed with the SEC on March 31, 2004).
- (d)(23) Form of Director 2004 Non-Qualified Stock Option Award Agreement, issued pursuant to the 2004 Stock-Based Compensation Plan (incorporated herein by reference to Exhibit (10)(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004).
- (d)(24) Form of Director 2004 Stock Unit Award Agreement, issued pursuant to the 2004 Stock-Based Compensation Plan (incorporated herein by reference to Exhibit (10)(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004).
- (d)(25) Form of Executive 2005 Non-Qualified Stock Option Award Notice (incorporated herein by reference to Exhibit (10)(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005).

- (d)(26) Form of Director 2005 Non-Qualified Stock Option Award Notice (incorporated herein by reference to Exhibit (10)(c) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005).
- (d)(27) Form of Director 2005 Stock Unit Share Award Notice (incorporation herein by reference to Exhibit (10)(d) the Company's 10-Q report for the quarter ended September 30, 2005).
- (d)(28) Form of Executive 2006 Bonus and Incentive Share Award (incorporation herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006).
- (d)(29) Form of Executive 2006 Non-Qualified Stock Option Award (incorporation herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006).
- (d)(30) Form of 2006 Performance-Vesting Restricted ("PVR") Share Award (incorporation herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006).
- (d)(31) Form of Director 2006 Non-Qualified Stock Option Award Notice (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006).
- (d)(32) Form of Director 2006 Stock Unit Award Notice is incorporated by reference from the Company's 10-Q report for the quarter ended June 30, 2006 (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006).
- (d)(33) Form of 2007 Bonus and Incentive Share Award, issued pursuant to the 2004 Stock-Based Compensation Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007).
- (d)(34) Form of 2007 Non-Qualified Stock Option and Performance-Vesting Share Unit Award, issued pursuant to the 2004 Stock-Based Compensation Plan (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007).
- (d)(35) Form of Director 2007 Deferred Stock Award, issued pursuant to the 2007 Omnibus Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007).
- (d)(36) Form of 2008 Bonus and Incentive Share Award, issued pursuant to the 2007 Omnibus Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007).
- (d)(37) Form of 2008 Non-Qualified Stock Option and Performance-Vesting Share Unit Award, issued pursuant to the 2007 Omnibus Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008).
- (d)(38) Form of Director 2008 Deferred Stock Award, issued pursuant to the 2007 Omnibus Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.41 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
- (d)(39) Form of 2009 Supplemental Long-Term Incentive Award (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009).
- (g) None.
- (h) None.

* Previously filed.

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[SIGNATURE](#)

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Information Agent:

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199 Water Street, 26th Floor
New York, NY 10038-3560
Banks and brokers call: (212) 440-9800
All others call toll-free: (800) 509-0984

Dealer Manager:

BofA Merrill Lynch
Bank of America Tower
One Bryant Park
New York, NY 10036
Call toll-free: (888) 803-9655

West Announces Expiration and Final Results of Cash Tender Offer for Any and All of its 4.00% Convertible Junior Subordinated Debentures Due 2047

Lionville, PA June 6, 2012 — **West Pharmaceutical Services, Inc. (NYSE: WST)** today announced the expiration and final results of its previously announced tender offer (the "Offer") to purchase for cash any and all of its outstanding 4.00% Convertible Junior Subordinated Debentures Due 2047 (CUSIP No. 955306 AA 3) (the "Debentures"). The Offer expired at 12:00 midnight, New York City time, on June 5, 2012.

As of the expiration of the Offer, \$158,364,000 in aggregate principal amount of Debentures, representing approximately 98.06% of the aggregate outstanding principal amount of Debentures, were validly tendered and not properly withdrawn. West has accepted for purchase all Debentures that were validly tendered and not properly withdrawn.

As previously announced by West, the purchase price per \$1,000 principal amount of Debentures is \$1,038.91. West expects to settle the Offer on June 11, 2012 and to pay an aggregate of approximately \$166.0 million (including accrued but unpaid interest to the settlement date) to purchase all of the Debentures that were validly tendered and not properly withdrawn.

Immediately following the settlement of the Offer, approximately \$3.1 million principal amount of Debentures will remain outstanding. West expects to recognize pre-tax charges of approximately \$11.7 million in connection with the purchase of the Debentures, including the purchase premium, estimated transaction costs and a \$4.4 million non-cash charge for unamortized issue costs of the purchased Debentures. Excluding these charges, West expects the purchase of the Debentures to be accretive to its earnings per share in 2012 and subsequent years. The amount of the accretion will depend, in part, on associated financing costs, including those that will be incurred pursuant to the previously announced offering of senior debt securities in a private placement. The impact of these charges and the prospective accretion were not included in West's prior financial guidance for 2012.

BofA Merrill Lynch acted as dealer manager for the Offer. Computershare Trust Company, N.A. acted as the depository for the Offer and Georgeson Inc. acted as the information agent for the Offer.

This press release is for information purposes only and shall not constitute an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell securities nor an offer to sell or solicitation of an offer to purchase new securities.

About West

West is a global manufacturer of components and systems for injectable drug delivery, including stoppers and seals for vials, and closures and disposable components used in syringe, IV and blood collection systems. West also provides products with application to the personal care, food and beverage markets. Headquartered in Lionville, Pennsylvania, West supports its partners and customers from 50 locations throughout North America, South America, Europe, Mexico, Japan, Asia and Australia. For more information, visit West at www.westpharma.com.

Forward-looking Information

This press release contains "forward-looking statements." Such statements include, but are not limited to statements about the anticipated effects of the Offer on West's earnings per share. This statement is based on preliminary information, and actual results could differ from this statement. We caution investors that the risk factors below, as well as those set forth under the caption "Risk Factors" in our most recent Annual Report on Form 10-K, as amended, as filed with the Securities and Exchange Commission and as revised or supplemented by our quarterly reports on Form 10-Q, could cause our actual results to differ materially from those estimated or predicted in the forward-looking statements. You should evaluate any statement in light of these important factors.

Except as required by law or regulation, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise. Factors that may impact forward-looking statements include, but are not limited to:

- sales demand and our ability to meet that demand;
- competition from other providers in our businesses, including customers' in-house operations, and from lower-cost producers in emerging markets, which can impact unit volume, price and profitability;
- customers' changing inventory requirements and manufacturing plans that alter existing orders or ordering patterns for the products we supply to them;
- the timing, regulatory approval and commercial success of customer products that incorporate our packaging and delivery products and systems, including, but not limited to Daikyo Crystal Zenith(R) ("CZ") prefilled syringes, cartridges and vials, and the Confidose(R),

- whether customers agree to incorporate West's products and delivery systems with their new and existing drug products, the ultimate timing and successful commercialization of those products and systems, which involves substantial evaluations of the functional, operational, clinical and economic viability of West's products, and the rate, timing and success of regulatory approval for the drug products that incorporate West's components and systems;
 - the timely and adequate availability of filling capacity, which is essential to conducting definitive stability trials and the timing of first commercialization of customers' products in CZ prefilled syringes;
 - the timely execution and completion of our 2010 restructuring plan within the cost estimates, and the achievement of cost savings, anticipated by the plan;
 - average profitability, or mix, of products sold in any reporting period, including lower-than-expected sales growth of our high-value pharmaceutical packaging products, of CZ products and of other proprietary safety and administration devices;
 - maintaining or improving production efficiencies and overhead absorption;
 - dependence on third-party suppliers and partners, some of which are single-source suppliers of critical materials and products, including our Japanese partner and affiliate Daikyo Seiko, Ltd.;
 - the availability and cost of skilled employees required to meet increased production, managerial, research and other needs, including professional employees and persons employed under collective bargaining agreements;
 - interruptions or weaknesses in our supply chain, which could cause delivery delays or restrict the availability of raw materials, key purchased components and finished products;
 - the successful and timely implementation of price increases necessary to offset rising production costs, including raw material prices, particularly petroleum-based raw materials;
 - the cost and progress of development, regulatory approval and marketing of new products as a result of our research and development efforts;
 - the relative strength of the U.S. dollar in relation to other currencies, particularly the Euro, British Pound, Danish Krone, Singapore Dollar, and Japanese Yen;
 - the potential adverse effects of recently-enacted U.S. healthcare legislation on customer demand, product pricing and profitability;
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- our ability to successfully consummate the offering; and

- our need and ability to refinance borrowings under our credit facility in connection with the Offer and the costs and interest rate(s) applicable to any financial obligations incurred to finance the Offer.
