

FOREST LABORATORIES INC
Form DFAN14A
August 09, 2011

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Forest Laboratories, Inc.

(Name of Registrant as Specified In Its Charter)

Carl C. Icahn

Dr. Alexander J. Denner

Dr. Richard Mulligan

Professor Lucian A. Bebchuk

Dr. Eric J. Ende

Mayu Sris

Icahn Partners LP

Icahn Partners Master Fund LP

Icahn Partners Master Fund II L.P.

Icahn Partners Master Fund III L.P.

High River Limited Partnership

Hopper Investments LLC

Barberry Corp.

Icahn Onshore LP

Icahn Offshore LP

Icahn Capital L.P.

IPH GP LLC

Icahn Enterprises Holdings L.P.

Icahn Enterprises G.P. Inc.

Beckton Corp.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

.. Fee paid previously with preliminary materials.

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

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

ON JULY 19, 2011, THE PARTICIPANTS (AS DEFINED BELOW) FILED A DEFINITIVE PROXY STATEMENT WITH THE SECURITIES AND EXCHANGE COMMISSION. SECURITY HOLDERS ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL C. ICAHN, DR. ALEXANDER J. DENNER, DR. RICHARD MULLIGAN, PROFESSOR LUCIAN A. BEBCHUK, DR. ERIC J. ENDE, MAYU SRIS, ICAHN PARTNERS LP, ICAHN PARTNERS MASTER FUND LP, ICAHN PARTNERS MASTER FUND II L.P., ICAHN PARTNERS MASTER FUND III L.P., HIGH RIVER LIMITED PARTNERHIP, HOPPER INVESTMENTS LLC, BARBERRY CORP., ICAHN ENTERPRISES G.P. INC., ICAHN ENTERPRISES HOLDINGS L.P., IPH GP LLC, ICAHN CAPITAL L.P., ICAHN ONSHORE LP, ICAHN OFFSHORE LP, AND BECKTON CORP. (COLLECTIVELY, THE PARTICIPANTS) FROM THE STOCKHOLDERS OF FOREST LABORATORIES, INC. FOR USE AT ITS 2011 ANNUAL MEETING OF STOCKHOLDERS, BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS. THE DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY IS AVAILABLE TO STOCKHOLDERS OF FOREST LABORATORIES, INC. FROM THE PARTICIPANTS AT NO CHARGE AND IS ALSO AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov) OR BY CONTACTING D.F. KING & CO., INC. BY TELEPHONE AT THE FOLLOWING NUMBERS: STOCKHOLDERS CALL TOLL FREE: (800) 697 6975 AND BANKS AND BROKERAGE FIRMS CALL: (212) 269 5550.

Dear Forest Labs Stockholder,

We share a deep, common interest: identifying the best path forward for Forest Laboratories. The company is at a **critical juncture**: (1) Lexapro and Namenda patent expirations likely to significantly reduce revenue and profits; (2) Company's response to US government action to exclude CEO and Chairman Howard Solomon from doing business with federal health programs reveals corporate governance failures and (3) lack of adequate succession planning. The current board lacks the independence, objectivity and experience to address successfully these challenges. Additionally, the current board's track record doesn't inspire confidence as they have presided over a **loss of ~\$17B in market capitalization** since March 2004 while **paying ~\$60M** to the CEO and Chairman. Furthermore, Howard Solomon has **sold ~\$500M of stock** at prices higher than today's prices, decreasing his investment in Forest Labs by over ~75%. We believe all these factors make it abundantly clear that change is necessary at Forest Labs.

The four Icahn nominees have the necessary independence, objectivity and experience to help fix the problems at Forest Labs. **Alex Denner** and **Richard Mulligan** have both served as directors at Biogen Idec and ImClone Systems where they acquired significant operational experience helping fix problems at both companies, leading to **returns of 102% and 97%**, respectively, from the date of their election to the board. **Eric Ende** served as a director at Genzyme where he helped cut spending and examine licensing opportunities, leading to a **return of 62% in the 10 months** he was on the board. **Lucian Bebchuk** is a world renowned corporate governance expert and professor at **Harvard Law School**, making him uniquely qualified to help improve flawed governance and compensation provisions.

Forest Labs is at a critical juncture and change is needed at the board in order for the company to succeed. The four Icahn nominees will help deliver the necessary change to take Forest Labs into the future. Please support the Icahn nominees and **vote the Gold Card!**

We have included herewith a presentation outlining why we believe the Icahn nominees will help fix Forest Labs. Note that if elected, the Icahn nominees will be a minority of the directors and will not alone be able to adopt resolutions. However, the Icahn nominees expect to be able to actively engage other Board members in full discussion of the issues facing the Company and resolve them together. By utilizing their respective experiences and working constructively with Board members, the Icahn nominees believe they can together effect positive change at the Company.

Sincerely,

The Icahn Group

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