

MEDICIS PHARMACEUTICAL CORP  
Form DEFA14A  
October 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

October 17, 2012

Date of Report (Date of earliest event reported)

**Medicis Pharmaceutical Corporation**

(Exact name of registrant as specified in its charter)

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(State of Incorporation)

(Commission

(IRS Employer

File Number)

Identification Number)

7720 North Dobson Road

Scottsdale, Arizona 85256

(Address of principal executive offices) (Zip Code)

(602) 808-8800

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

Medicis Pharmaceutical Corporation (the Company) has established (i) a record date for determination of stockholders entitled to receive notice of, and vote at a special meeting of stockholders upon, among other things, the proposal to adopt the previously announced Agreement and Plan of Merger dated as of September 2, 2012, by and among Valeant Pharmaceuticals International, Inc., Valeant Pharmaceuticals International, Merlin Merger Sub, Inc. and the Company under which Valeant Pharmaceuticals International will acquire all of the outstanding common stock of the Company for \$44.00 per share in cash, and (ii) the meeting date, time and location of such special meeting.

The Company's stockholders of record at the close of business on Monday, October 29, 2012, will be entitled to notice of the special meeting and to vote at the special meeting. The meeting will be held on Friday, December 7, 2012, at 9:00 a.m. local time, at the Scottsdale Resort and Conference Center, 7700 East McCormick Parkway, Scottsdale, Arizona 85258.

*Additional Information About the Acquisition and Where to Find it*

In connection with the proposed merger and required stockholder approval, the Company has filed a preliminary proxy statement with the SEC. The Company will also file the definitive proxy statement and other relevant materials with the SEC. INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY AND THE MERGER. Investors may obtain a free copy of these materials (when they are available) and other documents filed by the Company with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov), at the Company's website at [www.medicis.com](http://www.medicis.com) or by sending a written request to the Company at 7720 North Dobson Road, Scottsdale, Arizona 85256, Attention: Chief Legal Officer.

*Participants in the Solicitation*

The Company and its directors, executive officers and certain other members of management and employees may be deemed to be participants in soliciting proxies from the stockholders of the Company in favor of the proposed merger. Information regarding the persons who may, under the rules of the SEC, be considered to be participants in the solicitation of the Company's stockholders in connection with the proposed transaction and their ownership of the Company's common stock is set forth in the Company's preliminary proxy statement filed with the SEC on September 18, 2012. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of the Company and its officers and directors in the merger by reading the definitive proxy statement regarding the merger, which will be filed by the Company with the SEC.

*Forward-Looking Statements*

Certain statements contained in this filing contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, including, among others, statements regarding the anticipated merger, are forward-looking statements. Those statements include statements regarding the intent, belief or current expectations of Medicis and members of its management team, as well as the assumptions on which such statements are based, and generally are identified by the use of words such as believes, expects, anticipates, intends, estimates, plan, will intend, guidance or similar expressions. Because these statements reflect the Company's current views, expectations and beliefs concerning future events, these forward-looking statements involve risks and uncertainties. Many of these factors are beyond the Company's ability to control or predict. Such factors include, but are not limited to, any conditions imposed in connection with the merger, approval of the merger agreement by the Company's stockholders, the satisfaction of various other conditions to the closing of the merger, and other factors including those detailed from time to time in the Company's periodic reports filed with the Securities and Exchange Commission (SEC), including current reports on Form 8-K, quarterly reports on Form 10-Q and annual reports on Form 10-K, particularly the discussion under the caption RISK FACTORS in its annual report on Form 10-K for the year ended December 31, 2011 and its quarterly report on Form 10-Q for the quarter ended March 31, 2012, which have been filed with the SEC. The forward-looking statements in this filing are qualified by these risk factors. These are factors that, individually or in the aggregate, could cause the Company's actual results to differ materially from expected and historical results. These risks and uncertainties should be considered in evaluating any forward-looking statements contained herein. The Company assumes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MEDICIS PHARMACEUTICAL CORPORATION**

Date: October 17, 2012

By: /s/ Seth L. Rodner  
Seth L. Rodner  
Executive Vice President, Chief Legal Officer and

Corporate Secretary