

CARACO PHARMACEUTICAL LABORATORIES LTD  
Form 8-K  
December 03, 2004

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

December 1, 2004  
(Date of report)

CARACO PHARMACEUTICAL LABORATORIES, LTD.  
(Exact name of registrant as specified in its charter)

Michigan  
-----  
(State or other jurisdiction of  
incorporation)

0-24676  
-----  
(Commission file number)

38-2505723  
-----  
(I.R.S. employer  
identification no)

1150 Elijah McCoy Drive, Detroit, Michigan 48202  
-----  
(Address of principal executive offices)

(313) 871-8400  
-----  
(Registrant's telephone number, including area code)

Not Applicable  
-----  
(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 140.14a-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 3.02. Unregistered Sales of Equity Securities

As disclosed in a Form 8-K filed on February 19, 2004, Sun Pharmaceutical Industries Limited ("Sun") acquired shares of common stock and options for

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common stock from two former directors of registrant. The shares of common stock were acquired for \$9.00 per share and the rights to the options were acquired for \$9.00 per option less the exercise price of each option.

As of December 1, 2004, Sun has exercised all of the options as follows:

Number of Shares of Common Stock Underlying the Options -----	Exercise Price -----
110,000	\$3.50
100,000	\$0.88
500,000	\$1.50
666,666	\$2.63
300,000	\$1.31
2,400	\$0.68

In the aggregate, registrant issued Sun 1,679,066 shares of common stock upon exercise of the options for a total consideration of \$3,367,630. Such shares were issued pursuant to exemptions from registration under Section 4(2), Section 4(6) and Regulation D under the Securities Act of 1933.

### SIGNATURES

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

CARACO PHARMACEUTICAL LABORATORIES, LTD.

Date: December 2, 2004

By: /s/ Jitendra N. Doshi  
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Jitendra N. Doshi  
Chief Executive Officer