

ALLERGAN INC
Form SC 14D9/A
June 30, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

Allergan, Inc.
(Name of Subject Company)

Allergan, Inc.
(Name of Person Filing Statement)

Common Stock, \$0.01 par value
(Title of Class of Securities)

018490102

(CUSIP Number of Class of Securities)

Matthew J. Maletta, Esq.

Vice President,

Associate General Counsel and Secretary

2525 Dupont Drive

Irvine, California 92612

(714) 246-4500

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

With copies to:

Paul D. Tosetti, Esq.

David A. Katz, Esq.

Cary K. Hyden, Esq.

Daniel A. Neff, Esq.

Michael A. Treska, Esq.

Wachtell, Lipton, Rosen & Katz

Latham & Watkins LLP

51 West 52nd Street

650 Town Center Drive, 20th Floor

New York, New York 10019

Costa Mesa, California 92626

(212) 403-1000

(714) 540-1235

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

This Amendment No. 2 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the **Statement**) originally filed by Allergan, Inc., a Delaware corporation (**Allergan**), with the Securities and Exchange Commission (the **SEC**) on June 23, 2014, as amended by Amendment No. 1, filed with the SEC on June 23, 2014, relating to the unsolicited offer by Valeant Pharmaceuticals International, Inc., a corporation continued under the laws of the Province of British Columbia (**Valeant**), through its wholly owned subsidiary, AGMS Inc., a Delaware corporation, to exchange each outstanding share of Allergan's common stock, par value \$0.01 per share (including the associated preferred stock purchase rights, the **Shares**), at the election of the holder of the Shares, for either 0.83 common shares of Valeant, no par value (the **Valeant Common Shares**) and \$72.00 in cash, or an equal amount of cash or number of Valeant Common Shares, upon the terms and subject to the election and proration procedures and other conditions set forth in its Preliminary Prospectus/Offer to Exchange, dated June 18, 2014 (as amended or supplemented from time to time), and the related letter of election and transmittal. Except as specifically noted herein, the information set forth in the Statement remains unchanged. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9. This Amendment is being filed to reflect certain updates as reflected below:

Item 8. Additional Information

Item 8, Additional Information is hereby amended and supplemented by adding the paragraph set forth below as the last paragraph under the heading *Litigation PS Fund 1, LLC Action* :

On June 27, 2014, Allergan and PS Fund 1 entered into a stipulation agreeing to dismiss the litigation. Before and after PS Fund 1 initiated the litigation, Allergan had invited PS Fund 1 and Pershing Square to discuss their concerns related to the Rights Agreement and Bylaws.

ITEM 9. EXHIBITS.

Item 9 of the Statement is hereby amended and supplemented by adding the following exhibit:

- (a)(7) Stipulation and [Proposed] Order Regarding Application of Allergan's Rights Plan and Dismissal Without Prejudice, dated June 27, 2014

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.

ALLERGAN, INC.

By: /s/ Matthew J. Maletta
Name: Matthew J. Maletta
Title: Vice President,
Associate General Counsel and
Secretary

Dated: June 27, 2014

Exhibit Index

Exhibit

Description of Exhibit

(a)(7) Stipulation and [Proposed] Order Regarding Application of Allergan's Rights Plan and Dismissal Without Prejudice, dated June 27, 2014