

PHARMACOEPIA INC  
Form 425  
November 04, 2008

**Filed by Ligand Pharmaceuticals Incorporated**

**Pursuant to Rule 425**

**under the Securities Act of 1933 and**

**deemed filed pursuant to Rule 14a-6 under**

**the Securities Exchange Act of 1934, as amended**

**Subject Company: Pharmacoepia, Inc.**

**Commission File No: 0-50523**

**Ligand and Pharmacoepia to Present at the Rodman & Renshaw 10<sup>th</sup> Annual Healthcare**

**Conference**

**Princeton, NJ November 4, 2008** Ligand Pharmaceuticals Incorporated (NASDAQ: LGND) and Pharmacoepia (NASDAQ: PCOP), an innovator in the discovery and development of novel small molecule therapeutics, today announced that Dr. Joseph A. Mollica, Interim President and Chief Executive Officer of Pharmacoepia, and John L. Higgins, President and Chief Executive Officer of Ligand, will deliver a presentation at the Rodman & Renshaw 10<sup>th</sup> Annual Healthcare Conference. Recently, Ligand and Pharmacoepia entered into a definitive merger agreement, under which Ligand will acquire Pharmacoepia.

The conference will be held November 10-12, 2008, at the Palace Hotel in New York, New York. Ligand's and Pharmacoepia's presentation will take place at 10:20 a.m. Eastern time on Tuesday, November 11, 2008. A live webcast and 90-day archive of the presentation can be accessed at Ligand's web site at [www.ligand.com](http://www.ligand.com) and through Pharmacoepia's web site at [www.pharmacoepia.com](http://www.pharmacoepia.com).

Ligand and Pharmacoepia entered into the definitive merger agreement on September 24, 2008. This transaction is expected to close by the fourth quarter of 2008 or during January of 2009 and is subject to the approval of Pharmacoepia's stockholders as well as other customary closing conditions.

**About Pharmacoepia**

Pharmacoepia is a clinical development stage biopharmaceutical company dedicated to discovering and developing novel small molecule therapeutics to address significant medical needs. The company has a broad portfolio of clinical and preclinical candidates under development internally or by partners including nine clinical compounds in Phase 2 or Phase 1 development addressing multiple indications including diabetic nephropathy, muscle wasting and inflammation. The company is leveraging its fully integrated drug discovery platform to sustain the growth of its development pipeline. Pharmacoepia has established strategic alliances with major pharmaceutical and biotechnology companies, including Bristol-Myers Squibb, Celgene, Cephalon, GlaxoSmithKline, Schering-Plough and Wyeth Pharmaceuticals. For more information please visit the company's website at <http://www.pharmacoepia.com>.

**About Ligand Pharmaceuticals**

Ligand discovers and develops new drugs that address critical unmet medical needs of patients with thrombocytopenia, hepatitis C, hormone-related diseases, osteoporosis, inflammatory diseases and anemia. Ligand's proprietary drug discovery and development programs are based on its leadership position in gene transcription technology.

**Forward-Looking Statements**

This release contains forward-looking statements that involve risks and uncertainties. Ligand and Pharmacoepia caution readers that any forward-looking information is not a guarantee of future performance and actual results could differ materially from those

contained in the forward-looking information. Words such as expect, estimate, project, potential, and similar expressions are intended to identify such forward-looking statements. Such forward looking statements include, but are not limited to, the expected timing of closing the merger. Among the important factors that could cause actual results to differ materially from those in any forward-looking statements are the risk that Pharmacoepia's stockholders fail to approve the merger; and Ligand or Pharmacoepia does not satisfy the conditions of the merger, or that the merger is otherwise delayed or ultimately not consummated. There can be no assurance that any product in Ligand's, Pharmacoepia's or the projected combined company's product pipeline will be successfully developed or manufactured, that final results of clinical studies will be supportive of regulatory approvals required to market licensed products, or that any of the forward-looking information provided herein will be proven accurate. Additional important factors that may affect future results are detailed in Ligand's and Pharmacoepia's filings with the Securities and Exchange Commission (the SEC), including its recent filings on Forms 10-K and 10-Q, or in information disclosed in public conference calls, the date and time of which are released beforehand. Ligand and Pharmacoepia disclaim any intent or obligation to update these forward-looking statements beyond the date of this release.

#### **Additional Information and Where to Find It**

On October 20, 2008, Ligand filed with the SEC a Registration Statement on Form S-4, which included a proxy statement of Pharmacoepia and other relevant materials in connection with the proposed transaction. The proxy statement will be mailed to the stockholders of Pharmacoepia. Investors and security holders of Pharmacoepia are urged to read the proxy statement and the other relevant materials when they become available because they will contain important information about Ligand, Pharmacoepia and the proposed transaction. The proxy statement and other relevant materials (when they become available), and any other documents filed by Ligand or Pharmacoepia with the SEC, may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Ligand (when they become available) by going to Ligand's Investor Relations website at [www.ligand.com](http://www.ligand.com). Investors and security holders may obtain free copies of the documents filed with the SEC by Pharmacoepia (when they become available) by going to Pharmacoepia's Investor Relations page on its corporate website at [www.pharmacoepia.com](http://www.pharmacoepia.com). Investors and security holders of Pharmacoepia are urged to read the proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed transaction.

Ligand and its respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Pharmacoepia in favor of the proposed transaction. Information concerning Ligand's directors and executive officers is set forth in Ligand's proxy statement for its 2008 annual meeting of shareholders, which was filed with the SEC on April 29, 2008, the annual report on Form 10-K filed with the SEC on March 5, 2008 and the current report on Form 8-K filed with the SEC on August 4, 2008.

Pharmacopeia and its respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Pharmacopeia in favor of the proposed transaction. Information about Pharmacopeia's executive officers and directors and their ownership of Pharmacopeia common stock is set forth in the proxy statement for the Pharmacopeia's 2008 annual meeting of shareholders, which was filed with the SEC on March 24, 2008. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of Pharmacopeia and its respective executive officers and directors in the acquisition by reading the proxy statement regarding the merger, which will be filed with the SEC.

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**exercisable and Expiration Date**

(Month/Day/Year)<sup>7</sup>. Title and Amount of Underlying Securities

(Instr. 3 and 4)<sup>8</sup>. Price of Derivative Security

(Instr. 5)<sup>9</sup>. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)<sup>10</sup>. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)<sup>11</sup>. Nature of Indirect Beneficial Ownership

(Instr. 4) <sup>Code</sup> V(A)(D) <sup>Date</sup>	Exercisable	Expiration Date	Title	Amount or Number of Shares	Stock Option \$	24.8
11/20/2004 <sup>(2)</sup>	11/20/2013	Common Stock	246,940	246,940	D	Stock Option \$ 37
						02/17/2006 <sup>(2)</sup> 02/17/2015
		Common Stock	154,940	401,880	D	Stock Option \$ 32.47
						03/22/2005 <sup>(2)</sup> 03/22/2015
		Common Stock	245,060	646,940	D	Stock Option \$ 33.54
						11/20/2005 <sup>(2)</sup> 05/12/2015
		Common Stock	264,694	911,634	D	Stock Option \$ 36.24
						01/25/2007 <sup>(2)</sup> 01/25/2016
		Common Stock	154,940	1,066,574	D	Stock Option \$ 23.37
						02/21/2009 <sup>(2)</sup> 02/21/2018
		Common Stock	154,970	1,221,544	D	Stock Option \$ 23.37
						02/21/2009 <sup>(2)</sup> 02/21/2018
		Common Stock	100,000	1,321,544	D	Restricted Stock Units <sup>(3)</sup>
						<sup>(4)</sup> <sup>(4)</sup> Common
		Stock	21,913	1,343,457	D	Restricted Stock Units <sup>(3)</sup>
						<sup>(5)</sup> <sup>(5)</sup> Common Stock
		Stock	11,862	1,355,319	D	Restricted Stock Units <sup>(3)</sup>
						<sup>(6)</sup> <sup>(6)</sup> Common Stock
		Stock	30,481	1,385,800	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHENG DUNSON K 777 NORTH BROADWAY LOS ANGELES, CA 90012	X		Chairman, President, & CEO	

**Signatures**

Monica Chen,  
 attorney-in-fact

04/30/2013

**\*\*Signature of Reporting Person** **Date**

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Shares of Cathay General Banorp (the "Company") common stock acquired under the Company's 2005 Incentive Plan. As a condition to receiving these shares, the reporting person agreed to hold and not transfer, for the entire period during which the Company has any

(1) obligations outstanding under the U.S. Treasury's Troubled Asset Relief Program (disregarding any warrants to purchase common stock of the Company that the U.S. Treasury may hold) (the "Restriction Period"), all of the shares received. These transfer restrictions will terminate upon the earlier of the end of the Restriction Period or the date of the reporting person's death or permanent disability.

(2) The option is fully exercisable.

Consists of long term restricted stock units within the meaning of the Emergency Economic Stabilization Act of 2008, as amended from time to time, and the rules and regulations promulgated thereunder ("EESA"). Each unit represents a contingent right to receive one share of CATY Common Stock.

(4) These restricted stock units are scheduled to vest in a single installment on December 15, 2013, or earlier in the event of death or disability, and are subject to certain transfer restrictions under EESA.

(5) These restricted stock units are scheduled to vest in a single installment on May 8, 2014, or earlier in the event of death or disability, and are subject to certain transfer restrictions under EESA.

(6) These restricted stock units are scheduled to vest in a single installment on December 20, 2014, or earlier in the event of death or disability, and are subject to certain transfer restrictions under EESA.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.