

SUN PHARMACEUTICAL INDUSTRIES LTD
Form SC 13D/A
August 03, 2007
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 2)

Under the Securities Exchange Act of 1934

TARO PHARMACEUTICAL INDUSTRIES LTD.

(Name of Issuer)

ORDINARY SHARES, PAR VALUE NIS 0.0001 PER SHARE

(Title of Class of Securities)

M8737E108

(CUSIP Number)

Mr. Sudhir V. Valia, Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai 400 059., India

(Name, Address and Telephone Number of Person Authorized

to Receive Notices and Communications)

August 2, 2007

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

CUSIP No. M8737E108

Page 2 of 10 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

SUN PHARMACEUTICAL INDUSTRIES LTD.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b) X
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

PF
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 0

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

The Republic of India

| | | |
|--------------|----|--------------------------|
| NUMBER OF | | SOLE VOTING POWER |
| SHARES | 7 | 13,633,500* |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 0 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 13,633,500 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 0 |

* Includes 3,770,833 Ordinary Shares acquired by Alkaloida Chemical Company Exclusive Group Ltd. (Alkaloida), an indirect subsidiary of Sun Pharmaceutical Industries Ltd. (Sun), on May 21, 2007 and 3,016,667 Ordinary Shares acquired by Alkaloida on May 30, 2007, in each case pursuant to the share purchase agreement dated May 18, 2007 (Purchase Agreement), between Alkaloida and the Issuer, which entitled Alkaloida to acquire a total of 7,500,000 Ordinary Shares; 58,000 Ordinary Shares acquired by Sun Pharma Global, Inc. (Sun Pharma), a direct wholly-owned subsidiary of Sun, on July 11, 2007 and 500 Ordinary Shares acquired by Sun Pharma on July 23, 2007, in each case in open market transactions; and 3,000,000 Ordinary Shares acquired by Alkaloida on August 2, 2007, pursuant to Sun's rights under the warrant, dated May 18, 2007, issued by the Issuer to Sun (the Original Warrant). This amount also includes 3,787,500 Ordinary Shares which Sun, under certain circumstances, has the right to acquire pursuant to a warrant issued to Sun by the Issuer on August 2, 2007 (Warrant No. 2).

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

13,575,000

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

31.53%**

14

TYPE OF REPORTING PERSON (See Instructions)

CO

** Based on 36,453,118 Ordinary Shares outstanding as of June 7, 2007 as reported by the Issuer in its Proxy Statement filed on Form 6-K on June 11, 2007; 3,000,000 Ordinary Shares issued pursuant to the Original Warrant; and an additional 3,787,500 Ordinary Shares issuable upon exercise of Warrant No. 2.

SCHEDULE 13D/A

CUSIP No. M8737E108

Page 4 of 10 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

SUN PHARMA GLOBAL INC. (BVI)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

PF
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 0

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

| | | |
|--------------|-------------------------|--------------------------|
| NUMBER OF | The Republic of Hungary | SOLE VOTING POWER |
| SHARES | 7 | 9,846,000* |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 0 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 9,846,000 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |

WITH

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,846,000

* Includes 3,770,833 Ordinary Shares acquired by Alkaloida on May 21, 2007 and 3,016,667 Ordinary Shares acquired by Alkaloida on May 30, 2007, in each case pursuant to the Purchase Agreement; 58,000 Ordinary Shares acquired by Sun Pharma on July 11, 2007 and 500 Ordinary Shares acquired by Sun Pharma on July 23, 2007, in each case in open market transactions; and 3,000,000 Ordinary Shares acquired by

Alkaloida on August 2, 2007, pursuant to Sun's rights under the Original Warrant.

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| | | |
|----|--|---|
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) | 0 |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 22.77%** | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) | |
| | CO | |

** Based on 36,453,118 Ordinary Shares outstanding as of June 7, 2007 as reported by the Issuer in its Proxy Statement filed on Form 6-K on June 11, 2007; and 3,000,000 Ordinary Shares issued pursuant to the Original Warrant.

SCHEDULE 13D/A

CUSIP No. M8737E108

Page 6 of 10 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

ALKALOIDA CHEMICAL COMPANY EXCLUSIVE GROUP LTD
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

PF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

British Virgin Islands

NUMBER OF

SOLE VOTING POWER

SHARES

7

9,787,500*

BENEFICIALLY

8

SHARED VOTING POWER

OWNED BY

0

SOLE DISPOSITIVE POWER

EACH

9

9,787,500

SHARED DISPOSITIVE POWER

REPORTING

0

PERSON

10

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

9,787,500

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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* Includes 3,770,833 Ordinary Shares acquired by Alkaloida on May 21, 2007 and 3,016,667 Ordinary Shares acquired by Alkaloida on May 30, 2007, in each case pursuant to the Purchase Agreement and 3,000,000 Ordinary Shares acquired by Alkaloida on August 2, 2007, pursuant to Sun's rights under the Original Warrant.

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13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.63%**

TYPE OF REPORTING PERSON (See Instructions)

14

CO

** Based on 36,453,118 Ordinary Shares outstanding as of June 7, 2007 as reported by the Issuer in its Proxy Statement filed on Form 6-K on June 11, 2007; and 3,000,000 Ordinary Shares issued pursuant to the Original Warrant.

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This Amendment No. 2 amends and supplements the Statement on Schedule 13D originally filed by the Reporting Persons with the Securities and Exchange Commission on July 3, 2007 (the Original Schedule 13D) and Amendment No. 1 to the Statement on Schedule 13D filed on July 25, 2007 (together with the Original Schedule 13D, the Schedule 13D , with respect to the Ordinary Shares, par value NIS .0001 per share (the Ordinary Shares), of Taro Pharmaceutical Industries Ltd. an Israeli corporation (the Issuer), whose principal executive offices are located at Italy House, Euro Park, Yakum 60972, Israel. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Considerations.

The response set forth in Item 3 of the Schedule 13D is hereby amended and restated in its entirety with the paragraph below:

9,787,500 of the Ordinary Shares beneficially owned by the Reporting Persons were directly acquired by Alkaloida as described in Item 4 below with available cash on hand. 58,500 of the Ordinary Shares beneficially owned by Sun Pharma and Sun were directly acquired by Sun Pharma with available cash on hand. An additional 3,787,500 of the Ordinary Shares beneficially owned by Sun are shares issuable upon exercise of Warrant No. 2 as described in Item 4 below.

Item 4. Purpose of Transaction.

The response set forth in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following text after the penultimate paragraph of Item 4:

On August 2, 2007, pursuant to the exercise of the Warrant on July 23, 2007, Alkaloida purchased from the Issuer 3.0 million Ordinary Shares at an exercise price of \$6.00 per share, for an aggregate of \$18 million in cash. In connection with Sun's partial exercise of the Warrant, the Issuer, in accordance with the terms of the Warrant, issued to Sun a new 3-year warrant to purchase the balance of the 7.5 million Ordinary Shares (or 4.5 million Ordinary Shares) issuable pursuant to the Warrant at an exercise price of \$6.00 per share (Warrant No. 2) and cancelled the Warrant. In connection with the court proceedings with Templeton described above, there were 6,787,500 Ordinary Shares underlying the Warrant. There are, as of the date of this filing, 3,787,500 Ordinary Shares underlying Warrant No. 2.

Item 7. Materials to be Filed as Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.12 | Warrant No. 2, dated August 2, 2007, issued by Taro Pharmaceutical Industries Ltd. to Sun Pharmaceutical Industries Ltd. |
| 99.13 | Joint Filing Agreement, dated as of July 2, 2007, incorporated by reference to the Original Schedule 13D |

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SIGNATURE

After reasonable 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.

Dated:

August 3, 2007

SUN PHARMACEUTICAL INDUSTRIES LTD.

/s/ Dilip S. Shanghvi
Signature

Mr. Dilip S. Shanghvi
Chairman & Managing Director
Name/Title

SUN PHARMA GLOBAL, INC. (BVI).

/s/ Sudhir V. Valia
Signature

Mr. Sudhir V. Valia
Director
Name/Title

ALKALOIDA CHEMICAL COMPANY EXCLUSIVE
GROUP LIMITED.

/s/ Sudhir V. Valia
Signature

Mr. Sudhir V. Valia
Director
Name/Title

SCHEDULE A

ADDITIONAL INFORMATION CONCERNING THE REPORTING PERSONS

The response set forth in Schedule A of the Schedule 13D is hereby amended and restated in its entirety with the information below:

SUN PHARMACEUTICAL INDUSTRIES LTD.

| Name of Directors of Reporting Persons | Principal Address¹ | Principal Occupation² | Citizenship |
|---|--|---|--------------------|
| Dilip S. Shanghvi ³ | Sun Pharmaceutical Industries Ltd. | Chairman of the Board and Managing Director | Indian |
| Sudhir V. Valia | Sun Pharmaceutical Industries Ltd. Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai 400 059. India. | Director | Indian |
| Sailesh T. Desai | Sun Pharmaceutical Industries Ltd. 402, 4th Floor, R. K. Centre, Fatehgunj Main Road, Baroda 390 002. India. | Director | Indian |
| S. Mohanchand Dadha | Pharmaceutical Industries Ltd. 10, Jeypore Nagar, Chennai - 600 086. India. | Director | Indian |
| Hasmukh S. Shah | Sun Pharmaceutical Industries Ltd. 402, 4 th Floor, R. K. Centre, Fatehgunj Main Road, Baroda 390 002. India. | Director | Indian |

¹ Unless otherwise indicated the Principal Address of each person is the Principal Address of Sun Pharmaceutical Industries Ltd. 17/B, Mahal Industrial Estate, Mahakali Caves Road, Andeheri (East), Mumbai 400 093, India.

² Unless otherwise indicated the Principal Occupation of each person is employment by Sun Pharmaceutical Industries Ltd.

³ As of the April 19, 2007, Dilip Shanghvi holds 23,397,048 Equity Shares of Sun Pharmaceutical Industries Ltd.

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| Name of Directors of Reporting Persons | Principal Address¹ | Principal Occupation² | Citizenship |
|---|---|---|--------------------|
| Keki Minu Mistry | HDFC Limited Ramon House, 5th Floor, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020. India | Director | Indian |
| Ashwin S. Dani | Asian Paints (India) Ltd. 6-A, Shanti Nagar, Santacruz (East), Mumbai 400055. India. | Director | Indian |

| Name of Executive Officers of Reporting Persons | Principal Address² | Principal Occupation³ | Citizenship |
|--|--|--|--------------------|
| Vipul Doshi | Sun Pharmaceutical Industries Ltd. SPARC, Tandalja, Vadodara-390 020, Gujarat, India | Sr. Vice President (Quality) | Indian |
| Rakesh Mehta | Sun Pharmaceutical Industries Ltd. Acme Plaza, Andheri Kurla Road, Andheri (E) Mumbai 400 059 Maharashtra, India | Sr. Vice President, (International Marketing) | Indian |
| Abhay Gandhi | Sun Pharmaceutical Industries Ltd. Acme Plaza, Andheri Kurla Road, Andheri (E) Mumbai 400 059, Maharashtra, India | Sr. Vice President, (International Marketing) | Indian |
| T. K. Roy | Sun Pharmaceutical Industries Ltd. Acme Plaza, Andheri Kurla Road, Andheri (E) Mumbai 400 059, Maharashtra, India | Sr. Vice President (Marketing) | Indian |
| Lokesh Sibal | Sun Pharmaceutical Industries Ltd. Acme Plaza, Andheri Kurla Road, Andheri (E) Mumbai 400 059, Maharashtra, India | Vice President (Marketing & Sales) | Indian |

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| Name of Executive Officers of Reporting Persons | Principal Address² | Principal Occupation³ | Citizenship |
|--|---|--|--------------------|
| Sharda Crishna | Sun Pharmaceutical Industries Ltd. Acme Plaza, Andheri Kurla Road, Andheri (E) Mumbai 400 059, Maharashtra, India | Vice President (Marketing) | Indian |
| Kirti Ganorkar | Sun Pharmaceutical Industries Ltd. 17/B, Mahal Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai 400 093 India | Vice President (Business Development) | Indian |
| Harin P. Mehta | A/603, Rashmi Avenue, Thakur Complex ,Kandivli, Mumbai, India. | Senior Vice President-Operations | Indian |
| Sampad Bhattacharya | Sun Pharmaceutical Industries Ltd. Halol, Gujarat | Hungary Vice President- Operations | Indian |
| A. H. Khan | Sun Pharmaceutical Industries Ltd. Acme Plaza, Andheri Kurla Road, Andheri (E) Mumbai 400 059 Maharashtra, India | Sr. General Manager (Human Resources) | Indian |
| D. R. Desai | Sun Pharmaceutical Industries Ltd. 17/B, Mahal Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai 400 093 India | Sr. General Manager (Accounts) | Indian |
| Kamlesh H. Shah | Sun Pharmaceutical Industries Ltd. Acme Plaza, Andheri Kurla Road, Andheri (E) Mumbai 400 059 Maharashtra, India | Deputy General Manager (Accounts) & Company Secretary | Indian |
| Ashok I. Bhuta | Sun Pharmaceutical Industries Ltd. 17/B, Mahal Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai 400 093 India | Deputy General Manager (Legal & Secretarial) & Compliance Officer | Indian |

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| Name of Executive Officers of Reporting Persons | Principal Address² | Principal Occupation³ | Citizenship |
|--|---|---|--------------------|
| Dr. Ratnesh Shrivastava | Sun Pharmaceutical Industries Ltd. 17/B, Mahal Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai 400 093. India. | Vice President-Intellectual Property Cell | Indian |
| Uday V. Baldota | Sun Pharmaceutical Industries Ltd. 17/B, Mahal Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai 400 093. India. | Vice President-Investor Relations | Indian |

SUN PHARMA GLOBAL INC. (BVI)

| Name of Directors of Reporting Persons | Principal Address | Principal Occupation⁴ | Citizenship |
|---|--|---|--------------------|
| Dilip S. Shanghvi | Sun Pharmaceutical Industries Ltd. 17/B, Mahal Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai 400 093. India. | Director | Indian |
| Sudhir V. Valia | Sun Pharmaceutical Industries Ltd. Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai 400 059. India. | Director | Indian |
| Sunil Gandhi | SuGandhManagement, Consultancy, 704, Al Tawihidi Building, 2, Mankhool Road, Near Ramda Hotel, Bur-Dubai, P. O. Box 12850. Dubai, U. A. E. | Director and Financial Consultant | Indian |
| Surendra Joshi | P.O. Box 696, Muttrah, Post Code No. 114, Sultanate of Oman. | Director and Tax Consultant | Indian |

⁴ Unless otherwise indicated the Principal Occupation of each person is employment by Sun Pharma Global Inc. (BVI)

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| Name of Directors of Reporting Persons | Principal Address | Principal Occupation⁴ | Citizenship |
|---|--|---|--------------------|
| Rajendra Purshotam Ashar | P.O. Box 526, Muttrah, Post Code No. 131, Ai Hamriya, Sultanate of Oman. | Managing Director | Indian |

| Name of Executive Officers of Reporting Persons | Principal Address⁴ | Principal Occupation⁵ | Citizenship |
|--|---|---|--------------------|
| Ms. Hellen De Kloet | Sun Pharma Global Inc. P.O Box 12850, Dubai, U.A.E. | President, Europe | Dutch |
| Dr. Juliette Omtzigt | Sun Pharma Global Inc. P.O Box 12850, Dubai, U.A.E. | General Manager -Regulatory Affairs, Europe | Netherlands |

ALKALOIDA CHEMICAL COMPANY EXCLUSIVE GROUP LTD.

| Name of Directors of Reporting Persons | Principal Address⁵ | Principal Occupation⁶ | Citizenship |
|---|--|---|--------------------|
| Harin Mehta | A/603, Rashmi Avenue, Thakur Complex ,Kandivli, Mumbai, India | Director | Indian |
| Jayesh Shah | 29714 Orion Court, Farmingston Hills, Michigan. U.S.A. | Director | Indian |
| Katalin Szilágyi | 4440 Tiszavasvári, Kelp Ilona u. 3. | Director QA & QC Director | Hungarian |
| Sudhir V. Valia | Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai 400 059 | Director | Indian |

| Name of Executive Officers of Reporting Persons | Principal Address⁶ | Principal Occupation⁷ | Citizenship |
|--|---|---|--------------------|
| Gyula Sotkó | Alkaloida Chemical Company Exclusive Group Ltd. | Purchasing & Logistics Manager | Hungarian |

⁵ Unless otherwise indicated the Principal Address of each person is the Principal Office of Alkaloida Chemical Company Exclusive Group Ltd. Kabay János u. 29, H-4440 Tiszavasvari, The Republic of Hungary.

⁶ Unless otherwise indicated the Principal Occupation of each person is employment by Alkaloida Chemical Company Exclusive Group Ltd.

| Name of Executive Officers of Reporting Persons | Principal Address⁶ | Principal Occupation⁷ | Citizenship |
|--|--|--|--------------------|
| Katalin Szilágyi | Alkaloida Chemical Company Exclusive Group Ltd. | Quality Assurance & Quality Control Director | Hungarian |
| Dr. József Simon | Alkaloida Chemical Company Exclusive Group Ltd. | Chief Legal Advisor | Hungarian |
| Zoltán Nagy | Alkaloida Chemical Company Exclusive Group Ltd. | Human Resources Manager | Hungarian |
| Tibor Horváth | 4026 Debrecen, Hatvan u. 1/C.III/3. The Republic of Hungary. | Poppy System Manager | Hungarian |
| Zoltán László | Alkaloida Chemical Company Exclusive Group Ltd. | Technical Supply Manager | Hungarian |
| Ferenc Vicsai | Alkaloida Chemical Company Exclusive Group Ltd. | Controlling Manager | Hungarian |
| János Weninger | 1213 Budapest, Szárcsa u. 6. The Republic of Hungary. | Export Manager | Hungarian |
| Tamás Udvari | 1092 Budapest, Ráday u. 16. I/22. The Republic of Hungary. | Finance Manager | Hungarian |

EXHIBIT INDEX

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|--------------------|--|
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