

MEDICIS PHARMACEUTICAL CORP  
Form S-8 POS  
September 16, 2011

As filed with the Securities and Exchange Commission on September 16, 2011

Registration No. 333-147705  
Registration No. 333-40801

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-147705  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-40801  
UNDER  
THE SECURITIES ACT OF 1933**

**Medicis Pharmaceutical Corporation**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**52-1574808**  
(I.R.S. Employer  
Identification Number)

**7720 North Dobson Road  
Scottsdale, Arizona 85256-2740**  
(Address of Principal Executive Offices including Zip Code)

**MEDICIS PHARMACEUTICAL CORPORATION  
401(K) PLAN**  
(Full Title of the Plan)

**Richard D. Peterson**  
**Executive Vice President,**  
**Chief Financial Officer**  
**and Treasurer**  
**7720 North Dobson Road**  
**Scottsdale, Arizona 85256-2740**  
**(602) 808-8800**

**Copy to:**  
**Charles K. Ruck, Esq.**  
**Latham & Watkins LLP**  
**650 Town Center Drive, Twentieth Floor**  
**Costa Mesa, California 92626-1925**  
**(714) 540-1235**

(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)



**TERMINATION OF REGISTRATION**

Medicis Pharmaceutical Corporation, a Delaware corporation (the Company), is filing this Post-Effective Amendment No. 1 (the Post-Effective Amendment) to deregister certain shares of the Company's common stock, par value \$0.014 per share (the Common Stock), that were originally registered pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the SEC) on November 21, 1997, File No. 333-40801, and also previously registered pursuant to the Registration Statement on Form S-8 filed with the SEC on November 29, 2007, File No. 333-147705 (collectively, the Registration Statements). Pursuant to General Instruction F to Form S-8 and Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), the Registration Statements also covered an indeterminate amount of interests to be offered or sold pursuant to the Medicis Pharmaceutical Corporation 401(k) Plan (the Medicis 401(k) Plan).

On January 1, 2009, the Medicis 401(k) Plan was amended and restated to, among other things, provide that effective July 1, 2009, participants in and beneficiaries of the Medicis 401(k) Plan could no longer make new purchases of shares of the Common Stock of the Company. Accordingly, as of July 1, 2009, no further investments may be made under the Medicis 401(k) Plan in the Common Stock of the Company. Thus, this Post-Effective Amendment is being filed to terminate the Registration Statements and deregister any of the registered shares of Common Stock that remain unsold and the plan interests previously registered pursuant to the Registration Statements.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on this 16<sup>th</sup> day of September, 2011.

Medicis Pharmaceutical Corporation

By: /s/ Jonah Shacknai  
Jonah Shacknai  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statements has been signed by the following persons in the capacities as of September 16, 2011.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ Jonah Shacknai	Chairman of the Board of Directors
Jonah Shacknai	and Chief Executive Officer (Principal Executive Officer)
/s/ Richard D. Peterson	Executive Vice President, Chief Financial Officer
Richard D. Peterson	and Treasurer (Principal Financial and Accounting Officer)
*	Director
Arthur G. Altschul, Jr.	
*	Director
Spencer Davidson	
*	Director
Stuart Diamond	
*	Director
Peter S. Knight, Esq.	
*	Director
Michael A. Pietrangelo	
*	Director
Philip S. Schein, M.D.	

\*

Director

Lottie H. Shackelford

\* The undersigned does hereby sign this Post-Effective Amendment to the Registration Statements on behalf of the above indicated director of the Company pursuant to a power of attorney executed by such director.

By: /s/ Jonah Shacknai

Jonah Shacknai, Attorney-in-Fact

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the trustee (or other persons who administer the Medicis Pharmaceutical Corporation 401(k) Plan) has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on this 16<sup>th</sup> day of September, 2011.

Medicis Pharmaceutical Corporation 401(k) Plan

By: Medicis Pharmaceutical Corporation

By: /s/ Jonah Shacknai

Jonah Shacknai  
Chairman of the Board and  
Chief Executive Officer

By: /s/ Richard D. Peterson

Richard D. Peterson  
Executive Vice President, Chief  
Financial Officer and Treasurer