

ENDO HEALTH SOLUTIONS INC.
Form 425
December 19, 2013

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

Date of Report (Date of earliest event reported): December 19, 2013 (December 17, 2013)

ENDO HEALTH SOLUTIONS INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-15989
(Commission

File Number)

13-4022871
(IRS Employer

Identification No.)

1400 Atwater Drive, Malvern, Pennsylvania
(Address of Principal Executive Offices)

19355
(Zip Code)

Registrant's telephone number, including area code: (484) 216-0000

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 (see General Instruction A.2. below):

- 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 240.14a-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 8.01 Other Events.

On December 19, 2013, Endo Health Solutions Inc. (Endo) issued a press release announcing that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act) in connection with its previously announced proposed acquisition of Paladin Labs Inc. (Paladin Labs) was terminated by the United States Federal Trade Commission on December 17, 2013, and that the Canadian Competition Bureau issued a no-action letter on December 18, 2013, which constitutes Canadian Competition Act compliance for such proposed acquisition. Pursuant to the acquisition, each of Endo and Paladin Labs will be acquired by a newly-formed Irish holding company (New Endo).

The early termination of the HSR waiting period in the United States and the no-action letter obtained from the Canadian Competition Bureau in Canada satisfy conditions to the proposed acquisition. The proposed acquisition remains subject to certain conditions and approvals, including regulatory approvals (including in connection with the South African Competition Act and the Investment Canada Act), approval by shareholders of Endo and Paladin Labs, approval of the Superior Court of Quebec, registration and listing of New Endo shares and customary closing conditions. A copy of the press release is attached as Exhibit 99.1.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Additional Information

New Endo has filed with the Securities and Exchange Commission (the SEC) a registration statement on Form S-4 that includes the preliminary Proxy Statement/Prospectus (the Proxy Statement/Prospectus). Endo plans to mail its shareholders the definitive Proxy Statement/Prospectus and Paladin Labs plans to mail its shareholders a circular (the Circular), each in connection with the acquisition. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS OR CIRCULAR, AS APPLICABLE, AND OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT NEW ENDO, PALADIN LABS, THE ACQUISITION AND RELATED MATTERS.** Investors and security holders may obtain free copies of the Proxy Statement/Prospectus and other documents filed with the SEC by Endo through the website maintained by the SEC at www.sec.gov. Investors and security holders will be able to obtain free copies of the Circular and other documents filed by Paladin Labs on the System for Electronic Document Analysis Retrieval (SEDAR) website maintained by the Canadian Securities Administrators at <http://www.sedar.com>. In addition, investors and shareholders may obtain free copies of the Proxy Statement/Prospectus and other documents filed by Endo with the SEC by contacting Endo's Corporate Secretary at 484-216-0000, and will be able to obtain free copies of the Circular and other documents filed by Paladin Labs on the SEDAR website by contacting Samira Sakhia at 514-669-5367.

Participants in the Solicitation

Paladin Labs and Endo and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the respective shareholders of Paladin Labs and Endo in respect of the transactions contemplated by the Proxy Statement/Prospectus and the Circular. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Paladin Labs and Endo in connection with the proposed acquisition, including a description of their direct or indirect interests, by security holdings or otherwise, are set forth in the Proxy Statement/Prospectus and will be set forth in the Circular.

Information regarding Paladin Labs' directors and executive officers is contained in Paladin Labs' Annual Report for the year ended December 31, 2012, filed on the SEDAR website. Information regarding Endo's directors and executive officers is contained in Endo's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements including words such as believes, expects, anticipates, intends, estimates, plan, will, look forward, intend, guidance, future or similar expressions are forward-looking statements. These forward-looking statements

may include, without limitation, statements regarding the completion of the proposed transaction and other statements that are not historical facts. Although Endo and Paladin Labs each believe its forward-looking statements are reasonable, they are subject to important risks and uncertainties. Those include, without limitation, the failure to receive, on a timely basis or otherwise, the required approvals by Endo and Paladin Labs shareholders, the Superior Court of Québec and applicable government and regulatory authorities, the terms of those approvals, the risk that a condition to closing contemplated by the arrangement agreement may not be satisfied or waived, the inability to realize expected synergies or cost savings or difficulties related to the integration of Endo and Paladin Labs operations, the ability of the combined company to retain and hire key personnel and maintain relationships with customers, suppliers or other business partners, or other adverse events, changes in applicable laws or regulations, competition from other pharmaceutical companies, and other risks disclosed in Endo and Paladin Labs public filings, any or all of which could cause actual results to differ materially from future results expressed, projected or implied by the forward-looking statements. The forward-looking statements in this press release are qualified by these risk factors. As a result of these risks and uncertainties, the proposed transaction could be modified, restructured or not be completed, and actual results and events may differ materially from the results and events contemplated in these forward-looking statements and from historical results. Neither Endo nor Paladin Labs assumes any obligation to publicly update any forward-looking statements, except as may be required under applicable securities laws, or to comment on expectations of, or statements made by the other party or third parties in respect of the proposed transaction. These forward-looking statements are not guarantees of future performance, given that they involve risks and uncertainties. Investors should not assume that any lack of update to previously issued forward-looking statement constitutes a reaffirmation of that statement. Continued reliance on forward-looking statements is at investors own risk.

For more information regarding these and other risks and uncertainties that Endo may face, see the section entitled Risk Factors in Endo's Form 10-K, Form 10-Q and Form 8-K filings with the SEC and as otherwise enumerated herein or therein.

For more information regarding these and other risks and uncertainties that Paladin Labs may face, see the section entitled Risks Related to Paladin Labs Business in Paladin Labs Information Form for the year ended December 31, 2012 and the sections in Paladin Labs Management's Discussion and analysis entitled Concentration of Credit Risk and Major Customers, Liquidity Risk, Foreign Exchange Risk, Interest Rate Risk, and Equity Price Risk contained in Paladin Labs Annual Report for the year ended December 31, 2012 filed on the SEDAR website.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.
Not applicable.

(b) Pro Forma Financial Information.
Not applicable.

(c) Shell Company Transactions.
Not applicable.

(d) Exhibits.

99.1 Press Release issued by Endo Health Solutions Inc. on December 19, 2013.

SIGNATURE

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

Dated: December 19, 2013

ENDO HEALTH SOLUTIONS INC.

By: /s/ Caroline B. Manogue

Name: Caroline B. Manogue

Title: Executive Vice President, Chief Legal Officer
and Secretary

INDEX TO EXHIBITS

Exhibit

Number	Description
99.1	Press Release issued by Endo Health Solutions Inc. on December 19, 2013.