

MEDICIS PHARMACEUTICAL CORP

Form 424B3

January 28, 2003

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Registration No. 333-97207

PROSPECTUS SUPPLEMENT NO. 2

To Prospectus dated November 22, 2002

Medicis Pharmaceutical Corporation
 2.5% Contingent Convertible Senior Notes Due 2032
 and
 Class A Common Stock Issuable Upon Conversion of the Notes

This document supplements our prospectus dated November 22, 2002 (the "prospectus") relating to \$400,000,000 aggregate principal amount of our 2.5% Contingent Convertible Senior Notes Due 2032 and the Class A common stock issuable upon conversion of the Notes. You should read this prospectus supplement in conjunction with the accompanying prospectus, which is to be delivered by selling securityholders to prospective purchasers along with this prospectus supplement and any other prospectus supplements. The information in the following table supplements the information under the caption "Selling Securityholders" in the prospectus.

SELLING SECURITYHOLDERS

| Name | Aggregate Principal Amount of Notes that may be sold | Percentage of Notes Outstanding | Class A Common Stock Beneficially Owned Prior to Conversion(1) |
|---------------------------------------|--|---------------------------------------|--|
| Advent Convertible Master Cayman L.P. | \$ 2,221,000 | * | * |
| Alpha U.S. Sub Fund 4, LLC | 105,000 | * | * |
| HFR Convertible Arbitrage Account | 143,000 | * | * |
| KBC Financial Products USA Inc. | 875,000 | * | * |
| Lyxor Master Fund | 1,850,000 | * | * |
| MFS Total Return Fund (Institutional) | 1,500,000 | * | * |
| MFS Total Return Fund (Retail) | 2,800,000 | * | * |
| Natexis Banques Populaires (NBP) | 2,000,000 | * | * |
| Tag Associates | 16,000 | * | * |
| UBS Warburg LLC | 4,757,000 | 1.18 | * |
| Subtotal | \$16,267,000 | 4.06 | * |

*Less than 1%

(1) Assumes that any other holders of Notes or any future transferee from any holder does not beneficially own any Class A common stock other than Class A common stock into which the Notes are convertible at the conversion price of 17.2117 shares per \$1,000 principal amount of the Notes.

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INVESTING IN THE NOTES AND THE CLASS A COMMON STOCK ISSUABLE UPON THEIR CONVERSION INVOLVES CERTAIN RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 7 OF THE ACCOMPANYING PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is January 28, 2003.