

FOREST LABORATORIES INC
Form DEFA14A
August 16, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant x
Filed by a party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to § 240.14a-12

FOREST LABORATORIES, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.

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o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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veryimporiant at this cr i~ca l juncture in the Companys history Your Board has nominated 10 hiQh ly
qualified candidates to serlle on Forest s 80ard, inciu dinQ7 inrumbent directors and 3 new independent
nominees. ~ elected, Ouf nominees are comm itted to feprese ntinQthe best interests of all Fores t
stockholders , and your Board urQes you to vote FOR Forest s entire slate by usinQ the WHITE proxy
card that you have received from Forest You can find votinQinstructions, bioQraphies of our nominees,
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Releases Forest Laboratories Sends Open Letter To Shareholders Recommends Shareholders Vote the
WHITE Proxy Card for AM forest Nominees NEW YORK August 16, 2011 forest Laboratories, Inc.
(NYSE:FRX) (Forest) today sent the following open letter to all forest shareholders in connection with
the Company's Annual Meeting, which will be held on August 18, 2011 August 16, 2011 Dear fellow
Shareholders, The Forest Annual Meeting will be held in less than three days, on Thursday, August 18,
2011 at 10:00 am EDT How you vote at this meeting will be critical to your investment and the future
of our Company. You have the opportunity to support forward and our talented and extremely
experienced Board nominees, each of whom is committed to building value for all our shareholders
and are the most qualified to lead this company forward. We are writing to ask for your support
which you can deliver by voting the WHITE card We always welcome constructive input from our
shareholders, and over the past few weeks, we have had the opportunity to meet with many of you and
engage in thoughtful and productive conversations concerning the future of our company. We have
learned a great deal throughout this process and sincerely appreciated the honest and helpful feedback we
have received. The entire forward Board is wholeheartedly committed to delivering value for shareholders
and to upholding the highest standards of corporate governance and we are taking some additional
steps to underscore these commitments forest Announce New Accelerated Share Repurchase Program
Yesterday, Forest announced its intention to repurchase an additional \$350 million of its shares under an
accelerated share repurchase program This is in addition to the two \$500 million accelerated share
repurchases implemented in the last 14 months and the \$4.4 billion of capital that forest already has
returned to shareholders through repurchases over the past five years (over the year 2009-2011) In addition,
we have maintained a strong balance sheet that has enabled

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Send>Open Letter To Shareholders. Over the years, forest has allocated capital efficiently, maintaining a
strong balance sheet that has enabled the Company to return significant capital to shareholders while
building one of the deepest, diversified and most promising product portfolios in the industry.
Forest has maintained a disciplined and measured approach, including acquiring Clinical Data and
NOI in the last two fiscal years - both of which have meaningfully strengthened and diversified
our late-stage pipeline. As we look towards the future, we expect our ongoing flexibility will continue to
premed us with the ability to pursue additional promising opportunities as they arise in the
marketplace Continued Enhancement of Our Corporate Governance Practice. At Forest we have always taken
pride in our corporate governance and continually look for new ways to improve our practices. That is
why in addition to our three new, independent nominees, who we anticipate will make significant
contributions to our Board and serve on key committees - we have decided to recommend that our
board make a commitment, which would be part of our Corporate Governance Guidelines, to consult at
least once per year with leading corporate governance experts to stay abreast of best practices and
consider how they might apply to Forest. Our Nominating and Corporate Governance Committee
composed of independent directors will select the appropriate experts, consult with them, and make
recommendations to the full Board regarding any reforms that should be enacted. We believe this
reflects our Board's serious and long-term commitment to maintaining a culture of good corporate
governance on our Board and ethics and integrity throughout our Company **TIME IS SHORT**
SHOW YOUR SUPPORT FOR FOREST'S NOMINEES - VOTE THE WHITE PROXY CARD BY
TELEPHONE OR INTERNET TODAY! We look forward to seeing many of you at the meeting on
Thursday. If you are unable to attend, you can still support your Board by voting the WHITE proxy
card by telephone or internet TODAY. We also urge you to DISCARD ANY GOLD PROXY CARD sent
to you by Caritahn. If you have already returned a gold proxy card, you can change your vote by
internet or phone, using the information on your WHITE proxy card. Only your latest dated proxy card
will be counted Shareholders who have questions or need assistance voting their shares can e-mail
frXDrOXy@mackenziepartners.com or call MacKenzie Partners toll-free at (800)322-2BB5 On behalf
of Forest's Board of Directors, we thank you for your continued support Sincerely, Howard Solomon
Chairman of the Board

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forth in the Proxy Statement. inclu ding Appendix 8 thereto. Shareholders can ontain the Proxy
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FOREST LABORATORIES SENDS OPEN LETTER TO SHAREHOLDERS

Recommends Shareholders Vote the WHITE Proxy Card For All Forest Nominees

NEW YORK, August 16, 2011 Forest Laboratories, Inc. (NYSE: FRX) (Forest) today sent the following open letter to all Forest shareholders in connection with the Company s Annual Meeting, which will be held on August 18, 2011. August 16, 2011

Dear Fellow Shareholders,

The Forest Annual Meeting will be held in less than three days, on Thursday, August 18, 2011 at 10:00 am EDT. How you vote at this meeting will be critical to your investment and the future of your Company. You have the opportunity to support Forest and our ten talented and extremely experienced Board nominees, each of whom is committed to building value for **all** our shareholders and are the **most** qualified to lead this company forward. We are writing to ask for your support which you can deliver by voting the WHITE card.

We always welcome constructive input from our shareholders, and over the past few weeks, we have had the opportunity to meet with many of you and engage in thoughtful and productive conversations concerning the future of our company. We have learned a great deal throughout this process and sincerely appreciate the honest and helpful feedback we have received. The entire Forest Board is wholeheartedly committed to delivering value for shareholders and to upholding the highest standards of corporate governance and we are taking some additional steps to underscore these commitments.

Forest Announces New Accelerated Share Repurchase Program

Yesterday, Forest announced its intention to repurchase an additional \$350 million of its shares under an accelerated share repurchase program. This is in addition to the two \$500 million accelerated share repurchases implemented in the last 14 months and the \$4.4 billion of capital that Forest already has returned to shareholders through repurchases over the past five years.

Over the years, Forest has allocated capital efficiently, maintaining a strong balance sheet that has enabled the Company to return significant capital to shareholders while building one of the deepest, diversified and most promising product portfolios in the

industry. Forest has maintained a disciplined and measured approach, including acquiring Clinical Data and Novoxel in the last two fiscal years both of which have meaningfully strengthened and diversified our late-stage pipeline. As we look towards the future, we expect our ongoing flexibility will continue to provide us with the ability to pursue additional promising opportunities as they arise in the marketplace.

Continued Enhancement of Our Corporate Governance Practices

At Forest we have always taken pride in our corporate governance and continually look for new ways to improve our practices. That is why in addition to our three new, independent nominees, who we anticipate will make significant contributions to our Board and serve on key committees we have decided to recommend that our board make a commitment, which would be part of our Corporate Governance Guidelines, to consult at least once per year with leading corporate governance experts to stay abreast of best practices and consider how they might apply to Forest. Our Nominating and Corporate Governance Committee comprised of independent directors will select the appropriate experts, consult with them, and make recommendations to the full Board regarding any reforms that should be enacted. We believe this reflects our Board's serious and long-term commitment to maintaining a culture of good corporate governance on our Board and ethics and integrity throughout our Company.

**TIME IS SHORT SHOW YOUR SUPPORT FOR FOREST'S NOMINEES VOTE
THE WHITE PROXY CARD BY TELEPHONE OR INTERNET TODAY!**

We look forward to seeing many of you at the meeting on Thursday. If you are unable to attend, you can still support your Board by voting the **WHITE** proxy card by telephone or internet **TODAY**. We also urge you to **DISCARD ANY GOLD PROXY CARD** sent to you by Carl Icahn. If you have already returned a gold proxy card, you can change your vote by internet or phone, using the information on your **WHITE** proxy card. Only your latest dated proxy card will be counted.

Shareholders who have questions or need assistance voting their shares can e-mail frxproxy@mackenziepartners.com or call MacKenzie Partners toll-free at (800) 322-2885.

On behalf of Forest's Board of Directors, we thank you for your continued support.

Sincerely,

/s/

Howard Solomon
Chairman of the Board and Chief Executive Officer

/s/

Kenneth Goodman
Presiding Independent Director

Forward Looking Information

Except for the historical information contained herein, this document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve a number of risks and uncertainties, including the difficulty of predicting FDA approvals, the acceptance and demand for new pharmaceutical products, the impact of competitive products and pricing, the timely development and launch of new products, changes in laws and regulations affecting the healthcare industry and the risk factors listed from time to time in Forest Laboratories' Annual Reports on Form 10-K (including the Annual Report on form 10-K for the fiscal year ended March 31, 2011), Quarterly Reports on Form 10-Q, and any subsequent SEC filings.

Important Additional Information

Forest Laboratories, its directors, director nominees and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Forest shareholders in connection with the matters to be considered at Forest Laboratories' 2011 Annual Meeting. On July 18, 2011, Forest Laboratories filed its definitive proxy statement (as it may be amended, the Proxy Statement) with the U.S. Securities and Exchange Commission (the SEC) in connection with such solicitation of proxies from Forest shareholders. **FOREST SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT AND ACCOMPANYING PROXY CARD AS THEY CONTAIN IMPORTANT INFORMATION.** Detailed information regarding the identity of participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the Proxy Statement, including Appendix B thereto. Shareholders can obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents filed by Forest Laboratories with the SEC for no charge at the SEC's website at www.sec.gov. Copies are also available at no charge at Forest Laboratories' website at www.frx.com or by writing to Forest Laboratories at 909 Third Avenue, New York, New York 10022.

*If you have any questions, require assistance with voting your WHITE proxy card,
or need additional copies of the proxy materials, please contact:*

105 Madison Avenue
New York, NY 10016
frxproxy@mackenziepartners.com
(212) 929-5500 (Call Collect)
Or
TOLL-FREE (800) 322-2885

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