

ENDO PHARMACEUTICALS HOLDINGS INC

Form 8-K

September 28, 2010

**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): September 28, 2010 (September 28, 2010)**

**Endo Pharmaceuticals Holdings Inc.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**100 Endo Boulevard, Chadds Ford, PA**  
(Address of principal executive offices)

**19317**  
(Zip Code)

**Registrant's telephone number, including area code (610) 558-9800**

**Not Applicable**

**Former name or former address, if changed since last report**

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:

- 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 7.01 Regulation FD Disclosure.**

On September 28, 2010, Endo Pharmaceuticals Holdings Inc. ( Endo ) issued a press release announcing that it had signed an agreement to purchase the issued and outstanding capital stock of Generics International (US Parent), Inc (d/b/a Qualitest Pharmaceuticals) from an affiliate of Apax Partners, L.P. On September 28, 2010, Endo also made a presentation to investors.

A copy of the press release is furnished as Exhibit 99.1. A copy of the investor presentation is furnished as Exhibit 99.2.

The press release and investor presentation include financial measures that are not in conformity with accounting principles generally accepted in the United States. We refer to these as non-GAAP financial measures. Specifically, the release and the investor presentation refer to adjusted diluted earnings per share. Endo refers to these non-GAAP financial measures in making operating decisions because it believes they provide meaningful supplemental information regarding the company's operational performance. The company included these non-GAAP financial measures in the release and presentation because it believes they are useful to investors in allowing for greater transparency related to supplemental information used by Endo in its financial and operational decision-making. In addition, Endo has historically reported similar non-GAAP financial measures to its investors. Further, Endo believes that these non-GAAP financial measures may be useful to investors as it is aware that certain of its significant stockholders utilize these measures to evaluate its financial performance. Finally, these measures are considered by the Compensation Committee of Endo's Board of Directors in assessing the performance and compensation of substantially all of its employees, including its executive officers. Investors are encouraged to review the reconciliation of the non-GAAP financial measures used in this release and presentation to their most directly comparable GAAP financial measures.

The information in this Item 7.01 and in Exhibit 99.1 and Exhibit 99.2 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained in this Item 7.01 and in Exhibit 99.1 and Exhibit 99.2 shall not be incorporated into any registration statement or other document filed with the Securities and Exchange Commission by the company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Endo Pharmaceuticals Holdings Inc. dated September 28, 2010
99.2	Investor Presentation dated September 28, 2010

**SIGNATURES**

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.

ENDO PHARMACEUTICALS HOLDINGS INC.  
(Registrant)

By: /s/ CAROLINE B. MANOGUE  
Name: **Caroline B. Manogue**  
Title: **Executive Vice President, Chief Legal Officer &  
Secretary**

Dated: September 28, 2010

**EXHIBIT LIST**

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