

TARO PHARMACEUTICAL INDUSTRIES LTD  
Form SC 14D9/A  
March 31, 2009

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

\_\_\_\_\_  
Amendment No. 11  
to  
SCHEDULE 14D-9

Solicitation/Recommendation Statement Under Section 14(d)(4)  
of the Securities Exchange Act of 1934

\_\_\_\_\_  
TARO PHARMACEUTICAL INDUSTRIES LTD.  
(Name of Subject Company)

\_\_\_\_\_  
TARO PHARMACEUTICAL INDUSTRIES LTD.  
(Name of Person(s) Filing Statement)

\_\_\_\_\_  
Ordinary Shares, NIS 0.0001 nominal (par) value per share  
(Title of Class of Securities)

\_\_\_\_\_  
M8737E108  
(CUSIP Number of Class of Securities)

\_\_\_\_\_  
Taro Pharmaceutical Industries Ltd.  
Ron Kolker  
Senior Vice President, Chief Financial Officer  
Italy House, Euro Park  
Yakum 60972, Israel  
+972-9-971-1800

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of the Person(s) Filing Statement)

\_\_\_\_\_

With copies to:

Jeffrey W. Tindell  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000

David H. Schapiro  
Yigal Arnon & Co.  
1 Azrieli Center  
Tel-Aviv 67021  
Israel  
+972-3-607-7856

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer

This Amendment No. 11 to the Schedule 14D-9 (this "Amendment"), filed with the U.S. Securities and Exchange Commission (the "SEC") on March 31, 2009, amends and supplements the Schedule 14D-9 filed with the SEC on July 10, 2008 by Taro Pharmaceutical Industries Ltd., a company incorporated under the laws of the State of Israel ("Taro" or the "Company"), as previously amended by Amendment Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9 and 10 thereto filed with the SEC on July 23, 2008, July 28, 2008, August 28, 2008, August 29, 2008, September 2, 2008, September 10, 2008, November 12, 2008, January 5, 2009, January 6, 2009, and January 6, 2009, respectively. The Schedule 14D-9 relates to the tender offer by Alkaloida Chemical Company Exclusive Group Ltd., a company organized under the laws of the Republic of Hungary (the "Offeror") and a subsidiary of Sun Pharmaceutical Industries Ltd., a company organized under the laws of the Republic of India ("Sun India" and, together with the Offeror and their respective affiliates, collectively, "Sun"), to purchase all of the Company's ordinary shares, NIS 0.0001 nominal (par) value per share, for \$7.75 per share, net to the seller (subject to withholding taxes, as applicable) in cash, without interest, upon the terms and subject to the conditions described in the Tender Offer Statement on Schedule TO filed by Sun with the SEC on June 30, 2008, as amended.

The information in the Schedule 14D-9 and prior amendments is incorporated in this amendment by reference to all of the applicable items in the Schedule 14D-9 and prior amendments, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 4. The Solicitation or Recommendation; Item 8. Additional Information.

Item 4 and Item 8 of the Schedule 14D-9 are hereby amended and supplemented by adding thereto the following information:

In connection with its Appeal before the Supreme Court of the State of Israel (the "Court") and at the Court's suggestion, the Company, Sun and Templeton participated in mediation. In addition, though not parties to the Israeli Appeal, Dr. Barrie Levitt, Dr. Daniel Moros and Ms. Tal Levitt also participated in the mediation. On March 30, 2009, the Company and Templeton received a copy of a notice filed by Sun with the Court which states that "a process of mediation took place in the presence of Ram Caspi, Adv., and ended without reaching a mediation arrangement." On March 31, 2009, the Company notified the Court that "the statement, that the mediation ended without reaching a mediation arrangement, is not truthful." The Company informed the Court that if "the Mediator is requested by the Court, he will confirm this."

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 11 to Schedule 14D-9 is true, complete and correct.

TARO PHARMACEUTICAL INDUSTRIES LTD.

By: /s/ Tal Levitt  
Name: Tal Levitt  
Title: Secretary

Date: March 31, 2009

3

---