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ICN PHARMACEUTICALS INC
Form DFAN14A
May 11, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. _____)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, For Use of the Commission Only
(as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

ICN Pharmaceuticals, Inc.

(Name of Registrant as Specified in Its Charter)
ICN Committee to Maximize Shareholder Value

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(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:

Fee paid previously with preliminary materials:

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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EXPLANATORY NOTE

The Committee has amended the Committee Website (www.icnmaxvalue.com), which was filed on a Schedule 14A with the Securities and Exchange Commission ("SEC") on May 8, 2001, to include an additional web page which was made available to shareholders on or about May 11, 2001. The additional contents of the Committee Website have previously been filed with the SEC, or are included with this filing, as follows:

Proxy Statement

Letter to Stockholders (May 3, 2001)

We urge you to read the proxy statement

If you wish to cast your vote "FOR" the Committee Nominees, please contact your broker or contact MacKenzie Partners.

[MacKenzie Partners, Inc. logo]
156 Fifth Avenue, New York
New York 10010
proxy@mackenziepartners.com
Call Collect: (212) 929-5500
or Toll-Free: (800) 322-2885
Facsimile: (212) 929-0308

If you wish to vote "FOR" the Committee Nominees you must submit the Committee's proxy card and must NOT submit ICN Pharmaceutical's proxy card for any reason, including to withhold your vote for ICN Pharmaceutical's slate. If you have already returned ICN Pharmaceutical's proxy card, you have the right to revoke it by subsequently signing, dating and mailing the Committee's proxy card. Only your latest dated proxy will count at the 2001 Annual Meeting.

Only holders of ICN stock as of the close of business on April 23, 2001 may vote.

Your vote is IMPORTANT

Cast your vote "FOR" the Committee
Nominees!