

MEDICIS PHARMACEUTICAL CORP

Form 8-K

December 10, 2012

**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

December 7, 2012

Date of Report (Date of earliest event reported)

**Medicis Pharmaceutical Corporation**

(Exact name of registrant as specified in its charter)

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(State of  
Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification Number)

7720 North Dobson Road

Scottsdale, Arizona 85256

(Address of principal executive offices) (Zip Code)

(602) 808-8800

(Registrant's telephone number, including area code)

N/A

(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 5.07 Submission of Matters to a Vote of Security Holders.**

At the special meeting of stockholders held on December 7, 2012, the stockholders of Medicis Pharmaceutical Corporation (the Company ) voted on the proposals set forth below. The proposals are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission (the SEC ). The final results regarding each proposal are set forth below.

Proposal No. 1. To adopt the Agreement and Plan of Merger, dated as of September 2, 2012, by and among Valeant Pharmaceuticals International, Inc., Valeant Pharmaceuticals International, a wholly-owned subsidiary of Valeant Pharmaceuticals International, Inc., Merlin Merger Sub, Inc., a wholly-owned subsidiary of Valeant Pharmaceuticals International, and the Company, as it may be amended from time to time (the Merger Agreement ).

For	Against	Abstain	Broker Non-Votes
45,304,030	50,381	7,670,716	

Proposal No. 2. To adjourn the special meeting, if necessary or appropriate, including to solicit additional votes in favor of the proposal to adopt the Merger Agreement if there are insufficient votes to adopt the Merger Agreement at the time of the special meeting.

Adjournment of the special meeting was not necessary or appropriate because there was a quorum present and there were sufficient votes at the time of the special meeting to approve the adoption of the Merger Agreement.

Proposal No. 3. To approve a non-binding advisory proposal to approve the golden parachute compensation payable to our named executive officers in connection with the merger.

For	Against	Abstain	Broker Non-Votes
18,598,740	24,342,954	10,083,433	

The closing of the merger is currently anticipated to occur on December 11, 2012, subject to the satisfaction or waiver of the closing conditions set forth in the Merger Agreement and described in detail in the Company's definitive proxy statement filed with the SEC.

**Forward-Looking Statements**

Certain statements contained in this filing contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, including, among others, statements regarding the anticipated merger, are forward-looking statements. Those statements include statements regarding the intent, belief or current expectations of the Company and members of its management team, as well as the assumptions on which such statements are based, and generally are identified by the use of words such as believes, expects, anticipates, intends, estimates, plan, may, intend, guidance or similar expressions. Because these statements reflect the Company's current views, expectations and beliefs concerning future events, these forward-looking statements involve risks and uncertainties. Many of these factors are beyond the Company's ability to control or predict. Such factors include, but are not limited to, any conditions imposed in connection with the merger, the satisfaction of various other conditions to the closing of the merger, and other factors including those detailed from time to time in the Company's periodic reports filed with the SEC, including current reports on Form 8-K, quarterly reports on Form 10-Q and annual reports on Form 10-K, particularly the discussion under the caption RISK FACTORS in its annual report on Form 10-K for the year ended December 31, 2011 and its quarterly reports on Form 10-Q for the quarters ended March 31, 2012 and September 30, 2012, respectively, which have been filed with the SEC. The forward-looking statements in this filing are qualified by these risk factors. These are factors that, individually or in the aggregate, could cause the Company's actual results to differ materially from expected and historical results. These risks and uncertainties should be considered in evaluating any forward-looking statements contained herein. The Company assumes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MEDICIS PHARMACEUTICAL CORPORATION**

Date: December 7, 2012

By: /s/ Seth L. Rodner  
Seth L. Rodner  
Executive Vice President, Chief Legal Officer and  
Corporate Secretary